

CASTLIGHT HEALTH, INC.  
Form SC 13G/A  
February 14, 2017

SECURITIES  
AND  
EXCHANGE  
COMMISSION  
Washington,  
D.C. 20549

SCHEDULE  
13G/A

Under the  
Securities  
Exchange Act of  
1934  
(Amendment  
No. 2)\*

Castlight  
Health, Inc.  
(Name of  
Issuer)

Class B  
Common Stock,  
\$0.0001 par  
value per share  
(Title of Class  
of Securities)

14862Q100  
(CUSIP  
Number)

December 31,  
2016  
(Date of Event  
Which Requires  
Filing of This  
Statement)

Check the  
appropriate box  
to designate the  
rule pursuant to  
which this

Schedule is  
filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

(Page 1 of 14  
Pages)

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\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAME OF REPORTING PERSON  
 Oak Investment Partners XII, Limited Partnership  
 CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP  
 2  
 3 SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION  
 4

Delaware  
 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:  
 5 SOLE VOTING POWER  
 11,986,494 shares of Class B Common Stock<sup>1</sup>  
 SHARED VOTING POWER  
 6

0 shares of Class B Common Stock  
 SOLE DISPOSITIVE POWER  
 7

11,986,494 shares of Class B Common Stock<sup>1</sup>  
 8 SHARED DISPOSITIVE POWER

0 shares of  
Class B  
Common Stock

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

9

11,986,494 shares of  
Class B Common  
Stock<sup>1</sup>

CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS

10

REPRESENTED BY  
AMOUNT IN ROW  
(9)

11

19.34%  
TYPE OF  
REPORTING  
PERSON

12

PN

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<sup>1</sup> Represents 11,917,744 shares of Class A Common Stock convertible at any time into shares of Class B Common Stock, 12,500 shares of Class B Common Stock plus options to acquire 56,250 shares of Class B Common Stock.

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<b>1</b>	NAME OF REPORTING PERSON
<b>2</b>	Oak Associates XII, LLC CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	Delaware
<b>5</b>	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: SOLE VOTING POWER 0 shares of Class B Common Stock SHARED VOTING POWER
<b>6</b>	11,986,494 shares of Class B Common Stock <sup>2</sup> SOLE DISPOSITIVE POWER
<b>7</b>	0 shares of Class B Common Stock
<b>8</b>	SHARED DISPOSITIVE POWER

11,986,494  
shares of Class  
B Common  
Stock<sup>2</sup>

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

9

11,986,494 shares of  
Class B Common  
Stock<sup>2</sup>

CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..

10

ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

11

19.34%  
TYPE OF  
REPORTING  
PERSON

12

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<sup>2</sup> Represents 11,917,744 shares of Class A Common Stock convertible at any time into shares of Class B Common Stock, 12,500 shares of Class B Common Stock plus options to acquire 56,250 shares of Class B Common Stock.



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<b>1</b>	NAME OF REPORTING PERSON
	Oak Management Corporation
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
<b>5</b>	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
	SOLE VOTING POWER
	0 shares of Class B Common Stock
<b>6</b>	SHARED VOTING POWER
	11,986,494 shares of Class B Common Stock <sup>3</sup>
<b>7</b>	SOLE DISPOSITIVE POWER
	0 shares of Class B Common Stock
<b>8</b>	SHARED DISPOSITIVE POWER

11,986,494  
shares of Class  
B Common  
Stock<sup>3</sup>

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

9

11,986,494 shares of  
Class B Common  
Stock<sup>3</sup>

CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..

10

ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

11

19.34%  
TYPE OF  
REPORTING  
PERSON

12

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<sup>3</sup> Represents 11,917,744 shares of Class A Common Stock convertible at any time into shares of Class B Common Stock, 12,500 shares of Class B Common Stock plus options to acquire 56,250 shares of Class B Common Stock.

CUSIP No. 14862Q100 13G/A Page 5 of 14 Pages

<b>1</b>	NAME OF REPORTING PERSON
	Bandel L. Carano
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	United States
<b>5</b>	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
	SOLE VOTING POWER
	0 shares of Class B Common Stock
<b>6</b>	SHARED VOTING POWER
	11,986,494 shares of Class B Common Stock <sup>4</sup>
<b>7</b>	SOLE DISPOSITIVE POWER
	0 shares of Class B Common Stock
<b>8</b>	SHARED DISPOSITIVE POWER
	11,986,494 shares of Class

**9** B Common  
Stock<sup>4</sup>  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

**10** 11,986,494 shares of  
Class B Common  
Stock<sup>4</sup>  
CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
**11** REPRESENTED BY  
AMOUNT IN ROW  
(9)

**12** 19.34%  
TYPE OF  
REPORTING  
PERSON

IN

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<sup>4</sup> Represents 11,917,744 shares of Class A Common Stock convertible at any time into shares of Class B Common Stock, 12,500 shares of Class B Common Stock plus options to acquire 56,250 shares of Class B Common Stock.

CUSIP No. 14862Q100 13G/A Page 6 of 14 Pages

**1** NAME OF REPORTING PERSON

Edward F. Glassmeyer

**2** CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP

**3** SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION

**4**

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

**5** SOLE VOTING POWER

0 shares of Class B Common Stock

SHARED VOTING POWER

**6** 11,986,494 shares of Class B Common Stock<sup>5</sup>

SOLE DISPOSITIVE POWER

**7** 0 shares of Class B Common Stock

**8** SHARED DISPOSITIVE POWER

11,986,494 shares of Class

B Common  
Stock<sup>5</sup>

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

9

11,986,494 shares of  
Class B Common  
Stock<sup>5</sup>

CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS

10

REPRESENTED BY  
AMOUNT IN ROW  
(9)

11

19.34%  
TYPE OF  
REPORTING  
PERSON

12

IN



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<sup>5</sup> Represents 11,917,744 shares of Class A Common Stock convertible at any time into shares of Class B Common Stock, 12,500 shares of Class B Common Stock plus options to acquire 56,250 shares of Class B Common Stock.

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<b>1</b>	NAME OF REPORTING PERSON
	Fredric W. Harman
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	United States
<b>5</b>	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
	SOLE VOTING POWER
	0 shares of Class B Common Stock
<b>6</b>	SHARED VOTING POWER
	11,986,494 shares of Class B Common Stock <sup>6</sup>
<b>7</b>	SOLE DISPOSITIVE POWER
	0 shares of Class B Common Stock
<b>8</b>	SHARED DISPOSITIVE POWER
	11,986,494 shares of Class

B Common  
Stock<sup>6</sup>

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

9

11,986,494 shares of  
Class B Common  
Stock<sup>6</sup>

CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS

10

REPRESENTED BY  
AMOUNT IN ROW  
(9)

11

19.34%  
TYPE OF  
REPORTING  
PERSON

12

IN

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<sup>6</sup> Represents 11,917,744 shares of Class A Common Stock convertible at any time into shares of Class B Common Stock, 12,500 shares of Class B Common Stock plus options to acquire 56,250 shares of Class B Common Stock.

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<b>1</b>	NAME OF REPORTING PERSON
	Ann H. Lamont
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF
<b>4</b>	ORGANIZATION
	United States
<b>5</b>	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
	SOLE VOTING POWER
	0 shares of Class B Common Stock
<b>6</b>	SHARED VOTING POWER
	11,986,494 shares of Class B Common Stock <sup>7</sup>
<b>7</b>	SOLE DISPOSITIVE POWER
	0 shares of Class B Common Stock
<b>8</b>	SHARED DISPOSITIVE POWER
	11,986,494 shares of Class

B Common  
Stock<sup>7</sup>

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

9

11,986,494 shares of  
Class B Common  
Stock<sup>7</sup>

CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS

10

REPRESENTED BY  
AMOUNT IN ROW  
(9)

11

19.34%  
TYPE OF  
REPORTING  
PERSON

12

IN

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<sup>7</sup> Represents 11,917,744 shares of Class A Common Stock convertible at any time into shares of Class B Common Stock, 12,500 shares of Class B Common Stock plus options to acquire 56,250 shares of Class B Common Stock.

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<b>1</b>	NAME OF REPORTING PERSON
	Grace A. Ames
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	United States
<b>5</b>	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
	SOLE VOTING POWER
	0 shares of Class B Common Stock
<b>6</b>	SHARED VOTING POWER
	11,986,494 shares of Class B Common Stock <sup>8</sup>
<b>7</b>	SOLE DISPOSITIVE POWER
	0 shares of Class B Common Stock
<b>8</b>	SHARED DISPOSITIVE POWER
	11,986,494 shares of Class



B Common  
Stock<sup>8</sup>

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

9

11,986,494 shares of  
Class B Common  
Stock<sup>8</sup>

CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS

10

REPRESENTED BY  
AMOUNT IN ROW  
(9)

11

19.34%  
TYPE OF  
REPORTING  
PERSON

12

IN

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<sup>8</sup> Represents 11,917,744 shares of Class A Common Stock convertible at any time into shares of Class B Common Stock, 12,500 shares of Class B Common Stock plus options to acquire 56,250 shares of Class B Common Stock.

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**Item 1(a). NAME OF ISSUER**

Castlight Health, Inc.

**Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES**

150 Spear Street, Suite 400  
San Francisco, CA 94105

**Item 2(a). NAME OF PERSON FILING**

Oak Investment Partners XII, Limited Partnership ("Oak XII")  
Oak Associates XII, LLC ("Oak Associates XII")  
Oak Management Corporation ("Oak Management")  
Bandel L. Carano  
Edward F. Glassmeyer  
Fredric W. Harman  
Ann H. Lamont  
Grace A. Ames

**Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE**

c/o Oak Management Corporation  
901 Main Avenue, Suite 600  
Norwalk, CT 06851

**Item 2(c). CITIZENSHIP**

Please refer to Item 4 on each cover sheet for each filing person.

**Item 2(d). TITLE OF CLASS OF SECURITIES**

Class B Common Stock, \$0.0001 par value per share (the "Class B Common Stock")

**Item 2(e). CUSIP NUMBER**

14862Q100

**Item IF THIS STATEMENT IS FILED PURSUANT TO Rules 13d-1(b), OR 13d-2(b) OR (c), CHECK  
3. WHETHER THE PERSON FILING IS A:**

- (a) Broker or dealer registered under Section 15 of the Act;
- (b) Bank as defined in Section 3(a)(6) of the Act;
- (c) Insurance company as defined in Section 3(a)(19) of the Act;
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940;

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- (e) " An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) " An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) " A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) " A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) " A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) " A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) " Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution: \_\_\_\_\_

**Item**  
**4. OWNERSHIP**

The information in Items 1 and 5 through 11 on the cover pages of this Schedule 13G is hereby incorporated by reference.

The approximate percentages of shares of Class B Common Stock reported as beneficially owned by the Reporting Persons are based upon approximately 50,015,518 shares of Class B Common Stock outstanding as of December 31, 2016, as reported in the Issuer's Registration Statement on Form S-4 filed with the Securities and Exchange Commission on February 2, 2017, plus 11,917,744 shares of Class B Common Stock issuable upon conversion of shares of Class A Common Stock, \$0.0001 par value per share (the "Class A Common Stock"), plus 56,250 shares of Class B Common Stock described below that are issuable upon exercise by the Reporting Persons of options to acquire Class B Common Stock.

Oak Associates XII is the general partner of Oak XII. Oak Management is the manager of Oak XII. Bandel L. Carano, Edward F. Glassmeyer, Fredric W. Harman, Ann H. Lamont, and Grace A. Ames are the managing members of Oak Associates XII and, as such, may be deemed to possess shared beneficial ownership of the shares of common stock held by Oak XII.

Amounts shown as beneficially owned by each of Oak XII, Oak Associates XII, Oak Management, Bandel L. Carano, Edward F. Glassmeyer, Fredric W. Harman, Ann H. Lamont, and Grace A. Ames include options to purchase 25,000 shares of Class B Common Stock which may be deemed to be held by Ann H. Lamont on behalf of Oak XII.

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By making this filing, the Reporting Persons acknowledge that they may be deemed to constitute a “group” within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, in connection with the securities of the Issuer. Each Reporting Person disclaims the existence of a “group” and disclaims beneficial ownership of all shares of Common Stock or securities convertible into or exercisable for Common Stock other than any shares or other securities reported herein as being owned by it, him or her, as the case may be.

**Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS**

Not applicable.

**Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON**

Not applicable.

**Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON**

Not applicable.

**Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP**

Not applicable.

**Item 9. NOTICE OF DISSOLUTION OF GROUP**

Not applicable.

**Item 10. CERTIFICATION**

By signing below, each of the undersigned certifies that, to the best of his/her or its individual knowledge and belief, the securities referred to above were (i) not acquired

and held for the purpose, or with the effect, of changing or influencing the control of the issuer of the securities and (ii) not acquired and held in connection with, or as a participant in, any transaction having that purpose or effect.

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**SIGNATURES**

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATE: February 14, 2017

Entities:

Oak Investment Partners XII, Limited Partnership

Oak Associates XII, LLC

Oak Management Corporation

/s/ Edward F. Glassmeyer

Name: Edward F. Glassmeyer

Title: General Partner or Managing Member or attorney-in-fact for the above-listed entities

Individuals:

Bandel L. Carano

Edward F. Glassmeyer

Fredric W. Harman

Ann H. Lamont

Grace A. Ames

/s/ Edward F. Glassmeyer

Edward F. Glassmeyer, individually and as attorney-in-fact for the above-listed individuals



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**INDEX TO EXHIBITS**

**EXHIBIT A - Joint Filing Agreement (previously filed)**

**EXHIBIT B - Power of Attorney (previously filed)**