

CASTLIGHT HEALTH, INC.
Form 3
July 12, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | |
|--|---|--|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Nolan Mangini Siobhan</p> <p>(Last) (First) (Middle)</p> <p>C/O CASTLIGHT HEALTH, INC.,Â 150 SPEAR ST., SUITE 400</p> <p>(Street)</p> <p>SAN FRANCISCO,Â CAÂ 94105</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>07/08/2016</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>CASTLIGHT HEALTH, INC. [CSLT]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) CFO & Treasurer</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|---|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Class B common stock | 12,713 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|------------------|-----------------|------------------------------|----------------------------|----------|---------------------------------------|---|
| Employee Stock Option (right to buy) | Â (1) | 06/07/2022 | Class A common stock (2) (3) | 10,500 | \$ 1.08 | D | Â |
| Employee Stock Option (right to buy) | Â (4) | 07/23/2023 | Class A common stock (2) (3) | 17,500 | \$ 1.29 | D | Â |
| Employee Stock Option (right to buy) | Â (5) | 10/24/2023 | Class A common stock (2) (3) | 20,167 | \$ 2.35 | D | Â |
| Employee Stock Option (right to buy) | Â (6) | 02/23/2026 | Class A common stock (2) (3) | 10,000 | \$ 2.99 | D | Â |
| Restricted Stock Units | Â (7) | Â (7) | Class B common stock | 5,782 | \$ 0 (8) | D | Â |
| Restricted Stock Units | Â (9) | Â (9) | Class B common stock | 6,875 | \$ 0 (8) | D | Â |
| Restricted Stock Units | Â (10) | Â (10) | Class B common stock | 30,000 | \$ 0 (8) | D | Â |
| Restricted Stock Units | Â (11) | Â (11) | Class B common stock | 40,000 | \$ 0 (8) | D | Â |
| Restricted Stock Units | Â (12) | Â (12) | Class B common stock | 30,000 | \$ 0 (8) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Nolan Mangini Siobhan C/O CASTLIGHT HEALTH, INC. 150 SPEAR ST., SUITE 400 SAN FRANCISCO, CA 94105 | Â | Â | Â CFO & Treasurer | Â |

Signatures

/s/ Jennifer Chaloeontiarana, by power of
attorney

07/12/2016

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) 20% of the shares subject to the option vested on February 27, 2013. Thereafter, the shares vested or will vest in twelve installments each consisting of 1.667% of the shares subject to the option after the completion of each additional consecutive month of service, then with respect to the remaining shares, in 24 equal installments upon the completion of each additional consecutive month of service thereafter.

Each share of Class A Common Stock is convertible, at any time at the option of the holder, into one (1) share of Class B Common Stock. In addition, each share of Class A Common Stock will convert automatically into one (1) share of Class B Common Stock upon the transfer, whether or not for value, that occurs after the closing of the IPO to any transferee who is not a "Permitted Transferee", as defined in the Issuer's Restated Certificate of Incorporation in effect as of the date hereof. The shares of Class A Common Stock have no expiration date.
 - (2) Each share of the Issuer's Class A Common Stock will convert automatically into one (1) share of Class B Common Stock upon the earliest to occur of the following: (a) the first date on which the number of shares of Class A Common Stock then outstanding is less than 15,340,384 shares, (b) March 19, 2024, or (c) a time and date approved in writing by holders of at least a majority of the then-outstanding shares of Class A Common Stock. The shares of Class A Common Stock and Class B Common Stock have no expiration date.
 - (3) 20% of the shares subject to the option vested on June 1, 2014. Thereafter, the shares vested or will vest in twelve installments each consisting of 1.667% of the shares subject to the option after the completion of each additional consecutive month of service, then with respect to the remaining shares, in 24 equal installments upon the completion of each additional consecutive month of service thereafter.
 - (4) The stock option vested or will vest in 48 equal monthly installments beginning on October 23, 2014, until such time as the option is 100% vested, subject to the continuing employment of the Reporting Person on each vesting date.
 - (5) The stock option vested or will vest in 60 equal monthly installments beginning on March 24, 2016, until such time as the option is 100% vested, subject to the continuing employment of the Reporting Person on each vesting date.
 - (6) 25% of the restricted stock units ("RSUs") vested on November 17, 2015 and the remainder will vest quarterly over three years thereafter in equal installments. Shares of the Issuer's Class B common stock will be delivered to the Reporting Person following vesting, at which time shares will be sold by the Reporting Person to cover any tax withholding obligations.
 - (7) Each RSU represents a contingent right to receive 1 share of the Issuer's Class B common stock upon settlement for no consideration.
 - (8) 25% of the RSUs vested on February 15, 2016 and the remainder will vest quarterly over three years thereafter in equal installments. Shares of the Issuer's Class B common stock will be delivered to the Reporting Person following vesting, at which time shares will be sold by the Reporting Person to cover any tax withholding obligations.
 - (9) 25% of the RSUs will vest on August 15, 2016 and the remainder will vest quarterly over three years thereafter in equal installments. Shares of the Issuer's Class B common stock will be delivered to the Reporting Person following vesting, at which time shares will be sold by the Reporting Person to cover any tax withholding obligations.
 - (10) 25% of the RSUs will vest on November 16, 2016 and the remainder will vest quarterly over three years thereafter in equal installments. Shares of the Issuer's Class B common stock will be delivered to the Reporting Person following vesting, at which time shares will be sold by the Reporting Person to cover any tax withholding obligations.
 - (11) 25% of the RSUs will vest on February 16, 2017 and the remainder will vest quarterly over three years thereafter in equal installments. Shares of the Issuer's Class B common stock will be delivered to the Reporting Person following vesting, at which time shares will be sold by the Reporting Person to cover any tax withholding obligations.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.