

CASTLIGHT HEALTH, INC.
Form 4
April 05, 2017

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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)

1. Name and Address of Reporting Person *
Newell Robert Derek

2. Issuer Name and Ticker or Trading Symbol
CASTLIGHT HEALTH, INC.
[CSLT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
04/03/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
President

C/O CASTLIGHT HEALTH, INC., 150 SPEAR ST., SUITE 400

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SAN FRANCISCO, CA 94105

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)	
				Code	V	Amount	(A) or (D)	Price
Class B Common Stock	04/03/2017		A	98,671	A	<u>(1)</u> <u>(2)</u>	98,671 <u>(3)</u>	D

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

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SEC 1474 (9-02)

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
Employee Stock Option (right to buy)	\$ 0.62 ⁽⁴⁾ / ₍₅₎	04/03/2017		A	1,201,792 ⁽⁴⁾ / ₍₅₎	⁽⁶⁾ 01/20/2025	Class B Common Stock 1,201,792
Employee Stock Option (Right to Buy)	\$ 1.19 ⁽⁴⁾ / ₍₅₎	04/03/2017		A	619,332 ⁽⁴⁾ / ₍₅₎	⁽⁸⁾ 07/20/2026	Class B Common Stock 619,332

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Newell Robert Derek C/O CASTLIGHT HEALTH, INC. 150 SPEAR ST., SUITE 400 SAN FRANCISCO, CA 94105	X		President	

Signatures

/s/ Jennifer Chaloehtiarana, by power of attorney 04/05/2017

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(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) Received in exchange for 190,000 shares of the Common Stock of Jiff, Inc. ("Jiff") and 10,052 shares of Jiff's Series B Preferred Stock pursuant to the Agreement and Plan of Merger and Reorganization dated as of January 4, 2017 (the "Merger Agreement") by and among the Issuer, Neptune Acquisition Subsidiary, Inc., a Delaware corporation and wholly owned subsidiary of Issuer ("Merger Sub"), Jiff and Fortis Advisors LLC, as the Stockholders' Agent ("Stockholders' Agent"). Pursuant to the Merger Agreement, on April 3, 2017 (the "Effective Time"), Merger Sub merged with and into Jiff with Jiff surviving the merger as a wholly owned subsidiary of Issuer (the "Merger"). At the Effective Time, the closing price of the Issuer's Class B Common Stock was \$3.65 per share.

(2) Of the 98,671 shares issued as reported herein, 10,781 shares are currently being held in escrow for 12-months following the Merger to serve as partial security for certain indemnification obligations of Jiff stockholders pursuant to the Merger Agreement and 200 shares are being held in an expense fund, which will be used for the purposes of paying directly or reimbursing the Stockholders' Agent for out-of-pocket costs and expenses and legal fees incurred by the Stockholders' Agent in connection with the administration of its duties.

(3) The Merger Agreement provides that the former equityholders of Jiff (other than the holders of Jiff's Series A Preferred Stock) will receive additional shares of the Issuer's Class B Common Stock upon the achievement by the Jiff business of certain milestones in

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FY2017. The Reporting Person will receive additional shares of the Issuer's Class B Common Stock if the Jiff business achieves at least \$25 million in revenue in FY2017 and if the Jiff business achieves at least \$25 million in net new bookings during FY2017. The Reporting Person's right to receive additional shares subject to this earn-out right became fixed and irrevocable at the Effective Time. For more information on the earn-out, please refer to the Merger Agreement filed as Exhibit 2.1 to the Issuer's Current Report on Form 8-K filed with the U.S. Securities and Exchange Commission on January 4, 2017.

- Pursuant to the terms of an equity waiver executed in connection with the Merger, the final number of shares subject to this option and exercise price will be determined in 2018 when the achievement of the earn-out is determined and the contingent consideration is issuable. At such time, the number of shares of the Issuer's Class B Common Stock and the exercise price applicable to this option will be adjusted to reflect the final equity exchange ratio in the Merger, with any such adjustments being made to the exercise price as much as possible before adjusting the number of shares of the Issuer's Class B Common Stock applicable to this option (with such adjustments intended to maintain the economic equivalence of the option). The option will not be exercisable until the final equity exchange ratio, the final exercise price and the final number of shares of the Issuer's Class B Common Stock subject to the assumed option are determined, (continued in footnote 5)
- (4)

- (continued from footnote 4) and the assumed option, to the extent vested, will remain exercisable for (i) 3 months following such date of determination (unless the original expiration date of this option occurs earlier), if the Reporting Person has ceased employment or service prior to such determination date or (ii) for the remainder of the option term (subject to earlier expiration upon a termination of employment, pursuant to the terms and conditions of the option), if the Reporting Person remains employed on such date of determination. In certain circumstances upon a change in control of the Issuer, the option may be exercisable earlier than such date of determination pursuant to the terms of the equity waiver.
- (5)

- (6) 33% of the shares subject to the option vested on October 8, 2014, and thereafter vests as to 1/48th of the shares in equal monthly installments.

- (7) Received in exchange for stock options to acquire 2,117,000 shares of Jiff's Common Stock at \$0.35 per share.

- (8) 25% of the shares subject to the option vests on July 21, 2017, and thereafter vests as to 1/48th of the shares in equal monthly installments.

- (9) Received in exchange for stock options to acquire 1,090,977 shares of Jiff's Common Stock at \$0.67 per share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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