

CASTLIGHT HEALTH, INC.
Form 4
November 10, 2015

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 *
ROBERTS BRYAN E

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)
11/06/2015

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

C/O VENROCK, 3340 HILLVIEW AVENUE

(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

PALO ALTO, CA 94304

(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 Indirect Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|-----------|-------|--------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Class B Common Stock | 11/06/2015 | | P | | 531,000 | A | \$ 3.81 | 531,000 | I | By Funds (1) |
| Class B Common Stock | 11/09/2015 | | P | | 125,000 | A | \$ 3.84 | 656,000 | I | By Funds (2) |
| Class B Common Stock | 11/10/2015 | | P | | 350,000 | A | \$ 3.77 | 1,006,000 | I | By Funds (3) |
| Class B | | | | | | | | 12,500 | D (4) | |

Common
Stock

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

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(9-02)

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

| 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ROBERTS BRYAN E C/O VENROCK 3340 HILLVIEW AVENUE PALO ALTO, CA 94304 | X | X | | |

Signatures

/s/ Bryan E. Roberts 11/10/2015

**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) Venrock Associates V, L.P. ("VA5") holds an aggregate of 479,139 shares, Venrock Partners V, L.P. ("VP5") holds an aggregate of 40,591 shares and Venrock Entrepreneurs Fund V, L.P. ("VEF5") holds an aggregate of 11,270 shares. Venrock Management V, LLC, VEF Management V, LLC and Venrock Partners Management V, LLC (collectively, the "Venrock GP Entities") are the sole general partners of VA5, VEF5 and VP5 (collectively, the "Funds"), respectively, and may be deemed to beneficially own these shares. Dr.

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Roberts is a member of the Venrock GP Entities and may be deemed to beneficially own these shares. Dr. Roberts and the Venrock GP Entities expressly disclaim beneficial ownership over these shares except to the extent of their indirect pecuniary interests therein.

- (2) VA5 holds an aggregate of 591,931 shares, VP5 holds an aggregate of 50,146 shares and VEF5 holds an aggregate of 13,923 shares. The Venrock GP Entities are the sole general partners of VA5, VEF5 and VP5, respectively, and may be deemed to beneficially own these shares. Dr. Roberts is a member of the Venrock GP Entities and may be deemed to beneficially own these shares. Dr. Roberts and the Venrock GP Entities expressly disclaim beneficial ownership over these shares except to the extent of their indirect pecuniary interests therein.

- (3) VA5 holds an aggregate of 907,748 shares, VP5 holds an aggregate of 76,901 shares and VEF5 holds an aggregate of 21,351 shares. The Venrock GP Entities are the sole general partners of VA5, VEF5 and VP5, respectively, and may be deemed to beneficially own these shares. Dr. Roberts is a member of the Venrock GP Entities and may be deemed to beneficially own these shares. Dr. Roberts and the Venrock GP Entities expressly disclaim beneficial ownership over these shares except to the extent of their indirect pecuniary interests therein.

- (4) The reporting person is a member of VR Management, LLC (the "Management Company"). Under an agreement between the reporting person and the Management Company, the reporting person is deemed to hold the reported shares for the sole benefit of the Management Company and must exercise the reported shares solely upon the direction of the Management Company, which is entitled to the shares. The Management Company may be deemed the indirect beneficial owner of the reported shares, and the reporting person may be deemed the indirect beneficial owner of the reported shares through his interest in the Management Company. The reporting person disclaims beneficial ownership of the reported shares except to the extent of his pecuniary interest therein.

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.