#### CASTLIGHT HEALTH, INC.

Form 3

March 13, 2014

### FORM 3

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

OMB

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asnington, D.C. 20549

Number: January 31, 2005

**OMB APPROVAL** 

Estimated average

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

burden hours per response...

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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person \* Statement CASTLIGHT HEALTH, INC. [CSLT]  **US VENTURE PARTNERS** (Month/Day/Year) X LP 03/13/2014 (Last) (First) (Middle) 5. If Amendment, Date Original 4. Relationship of Reporting Person(s) to Issuer Filed(Month/Day/Year) 2735 SAND HILL ROAD (Check all applicable) (Street) 6. Individual or Joint/Group Filing(Check Applicable Line) Director \_\_X\_\_ 10% Owner \_ Form filed by One Reporting Officer Other Person MENLO PARK, Â CAÂ 94025 (give title below) (specify below) \_X\_ Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 1. Title of Security 2. Amount of Securities 4. Nature of Indirect Beneficial Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) D (4) Â Class A Common Stock 19,551 Class A Common Stock 625 I Directly owned by AFF X (4) Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a

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

currently valid OMB control number.

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

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Series A Preferred Stock	(2)	(3)	Class A Common Stock	130,339	\$ 0	D (4)	Â
Series A1 Preferred Stock	(2)	(3)	Class A Common Stock	51,223	\$ 0	D (4)	Â
Series C Preferred Stock	(2)	(3)	Class A Common Stock	1,649,919	\$ 0	D (4)	Â
Series D Preferred Stock	(2)	(3)	Class A Common Stock	489,752	\$ 0	D (4)	Â
Series A Preferred Stock	(2)	(3)	Class A Common Stock	4,170	\$ 0	I	Directly owned by AFF X (4)
Series A1 Preferred Stock	(2)	(3)	Class A Common Stock	1,639	\$ 0	I	Directly owned by AFF X (4)
Series C Preferred Stock	(2)	(3)	Class A Common Stock	52,784	\$ 0	I	Directly owned by AFF X (4)
Series D Preferred Stock	(2)	(3)	Class A Common Stock	15,668	\$ 0	I	Directly owned by AFF X (4)

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director 10% Owner Office			Other		
US VENTURE PARTNERS X LP 2735 SAND HILL ROAD MENLO PARK, CA 94025	Â	ÂX	Â	Â		
USVP X AFFILIATES LP 2735 SAND HILL ROAD MENLO PARK, CA 94025	Â	ÂX	Â	Â		
FEDERMAN IRWIN 2735 SAND HILL ROAD MENLO PARK, CA 94025	Â	ÂX	Â	Â		
KRAUSZ STEVEN M	Â	ÂX	Â	Â		

Reporting Owners 2

2735 SAND HILL ROAD MENLO PARK, CAÂ 94025

Lewis Richard W.

2735 SAND HILL ROAD
ÂÂ XÂ Â

MENLO PARK, CAÂ 94025

Matteucci Paul A
2735 SAND HILL ROAD Â Â X Â Â
MENLO PARK, CAÂ 94025

ROOT JONATHAN D 2735 SAND HILL ROAD Â Â X Â Â MENLO PARK, CAÂ 94025

Tansey Casey M 2735 SAND HILL ROAD Â Â X Â Â MENLO PARK, CAÂ 94025

### **Signatures**

Michael P. 03/13/2014 Maher

\*\*Signature of Date
Reporting Person

### **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) The Series A, Series A1, Series C and Series D Convertible Preferred Stock will automatically convert into Class A Common Stock on a one-for-one basis immediately prior to the completion of the Issuer's initial public offering.
- (2) The securities are immediately convertible.
- (3) The expiration date is not relevant to the conversion of these securities.

The reported securities are owned directly by each of U.S. Venture Partners X, L.P. ("USVP X") and USVP X Affiliates Fund, L.P. ("AFF X") and together with USVP X and AFF X, the "USVP X Funds"). Presidio Management Group X, LLC ("PMG X") is the general partner of each of USVP X and AFF X and may be deemed to have sole voting and dispositive power over the shares held by the USVP

(4) X Funds. PMG X and each of Irwin Federman, Steven M. Krausz, Richard W. Lewis, Paul A Matteucci, Jonathan D. Root and Casey M. Tansey, the managing members of PMG X, may be deemed to share voting and dispositive power over the reported shares. Such persons and entities disclaim beneficial ownership of shares held by the USVP X Funds, except to the extent of any proportionate 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.

Signatures 3