CASTLIGHT HEALTH, INC.

Form 4 March 20, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

OMB APPROVAL

Number:

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SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

may continue. See Instruction

1(b).

(Print or Type Responses)

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Last)

(City)

1. Name and Address of Reporting Person *

Presidio Management Group X LLC

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading

Symbol

CASTLIGHT HEALTH, INC.

[CSLT]

(Check all applicable)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

Director Officer (give title below)

X__ 10% Owner _ Other (specify

2735 SAND HILL ROAD

03/19/2014

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person

5. Relationship of Reporting Person(s) to

X Form filed by More than One Reporting Person

Issuer

MENLO PARK, CA 94025

(City)	(State)	Tab	le I - Non-l	Derivative Sec	uritie	s Acqui	red, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities on Disposed of (Instr. 3, 4 an	of (D)	red (A)	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 Beneficial Ownership (Instr. 4)
Class A Common Stock	03/19/2014		C	2,321,233	A	(1)	2,340,784	I	Directly owned by USVP X
Class A Common Stock	03/19/2014		C	74,261	A	(1)	74,886	I	Directly owned by AFF X (4)

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

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number.

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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A Preferred Stock	(1)	03/19/2014		С	130,339	(2)	(3)	Class A Common Stock	130,339
Series A1 Preferred Stock	(1)	03/19/2014		C	51,223	<u>(2)</u>	(3)	Class A Common Stock	51,223
Series C Preferred Stock	(1)	03/19/2014		С	1,649,919	<u>(2)</u>	<u>(3)</u>	Class A Common Stock	1,649,91
Series D Preferred Stock	(1)	03/19/2014		С	489,752	<u>(2)</u>	(3)	Class A Common Stock	489,752
Series A Preferred Stock	(1)	03/19/2014		С	4,170	<u>(2)</u>	<u>(3)</u>	Class A Common Stock	4,170
Series A1 Preferred Stock	Ш	03/19/2014		С	1,639	(2)	(3)	Class A Common Stock	1,639
Series C Preferred Stock	<u>(T)</u>	03/19/2014		С	52,784	(2)	(3)	Class A Common Stock	52,784
Series D Preferred Stock	(1)	03/19/2014		С	15,668	(2)	(3)	Class A Common Stock	15,668

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting Owner Name / Namess	Director	10% Owner	Officer	Other			
Presidio Management Group X LLC 2735 SAND HILL ROAD MENLO PARK, CA 94025		X					
US VENTURE PARTNERS X LP 2735 SAND HILL ROAD MENLO PARK, CA 94025		X					
USVP X AFFILIATES LP 2735 SAND HILL ROAD MENLO PARK, CA 94025		X					
FEDERMAN IRWIN 2735 SAND HILL ROAD MENLO PARK, CA 94025		X					
KRAUSZ STEVEN M 2735 SAND HILL ROAD MENLO PARK, CA 94025		X					
Lewis Richard W. 2735 SAND HILL ROAD MENLO PARK, CA 94025		X					
Matteucci Paul A 2735 SAND HILL ROAD MENLO PARK, CA 94025		X					
ROOT JONATHAN D 2735 SAND HILL ROAD MENLO PARK, CA 94025		X					
Tansey Casey M 2735 SAND HILL ROAD MENLO PARK, CA 94025		X					

Signatures

Michael P. Maher - Attorney-in-fact for each reporting person 03/20/2014

**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) 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 on March 13, 2014.
- (2) The securities are immediately convertible.
- (3) The expiration date is not relevant to the conversion of these securities.

Reporting Owners 3

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- 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
- (4) USVP 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.