

CASTLIGHT HEALTH, INC.

Form 3

November 09, 2015

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

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIESFiled 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 *

Â McCracken John

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

11/04/2015

3. Issuer Name **and** Ticker or Trading Symbol
CASTLIGHT HEALTH, INC. [CSLT]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

SVP, World Wide Sales

C/O CASTLIGHT HEALTH,
INC.,Â TWO RINCON
CENTER, 121 SPEAR ST., STE.
3

(Street)

SAN
FRANCISCO,Â CAÂ 94105

(City)

(State)

(Zip)

6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
☐ Form filed by More than One
Reporting Person**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)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****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
Derivative5. 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)	
Restricted Stock Units	Â (1)	Â (1)	Class B Common Stock	400,000	\$ 0 (2)	D	Â
Employee Stock Option (right to buy)	Â (3)	11/16/2024	Class B Common Stock	400,000	\$ 11.06	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McCracken John C/O CASTLIGHT HEALTH, INC. TWO RINCON CENTER, 121 SPEAR ST., STE. 3 SAN FRANCISCO, CA 94105	Â	Â	Â SVP, World Wide Sales	Â

Signatures

/s/ Jennifer Chaloehtiarana, by power of attorney 11/09/2015

__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).
- The restricted stock units ("RSUs") will vest over 5 years as follows: 20% of the RSUs will vest on November 17, 2015. Thereafter, the
- (1) shares vest in 16 quarterly installments each consisting of 5% of the shares subject to the RSU until fully vested. Shares of the Issuer's Class B common stock will be delivered to the Reporting Person following vesting.
 - (2) Each RSU represents a contingent right to receive 1 share of the Issuer's Class B common stock upon settlement for no consideration.
 - (3) The Option will vest over 5 years as follows: 20% of the shares subject to the option vested on November 3, 2015. Thereafter, the remaining shares subject to the option will vest in 48 monthly installments until fully vested.

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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