

CASTLIGHT HEALTH, INC.  
Form 3  
March 13, 2014

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

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â US VENTURE PARTNERS X LP			(Month/Day/Year) 03/13/2014	CASTLIGHT HEALTH, INC. [CSLT]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer		
2735 SAND HILL ROAD			(Check all applicable)		
(Street)			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner	5. If Amendment, Date Original Filed(Month/Day/Year)
MENLO PARK,Â CAÂ 94025			<input type="checkbox"/> Officer	<input type="checkbox"/> Other	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	(give title below)	(specify below)	<input type="checkbox"/> Form filed by One Reporting Person
			<input checked="" type="checkbox"/> 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)
Class A Common Stock	19,551	D <sup>(4)</sup>	Â
Class A Common Stock	625	I	Directly owned by AFF X <sup>(4)</sup>

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

SEC 1473 (7-02)

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**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	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
<u>Series A Preferred Stock (1)</u>	Â (2)	Â (3)	Class A Common Stock	130,339	\$ 0	D (4)	Â
<u>Series A1 Preferred Stock (1)</u>	Â (2)	Â (3)	Class A Common Stock	51,223	\$ 0	D (4)	Â
<u>Series C Preferred Stock (1)</u>	Â (2)	Â (3)	Class A Common Stock	1,649,919	\$ 0	D (4)	Â
<u>Series D Preferred Stock (1)</u>	Â (2)	Â (3)	Class A Common Stock	489,752	\$ 0	D (4)	Â
<u>Series A Preferred Stock (1)</u>	Â (2)	Â (3)	Class A Common Stock	4,170	\$ 0	I	Directly owned by AFF X (4)
<u>Series A1 Preferred Stock (1)</u>	Â (2)	Â (3)	Class A Common Stock	1,639	\$ 0	I	Directly owned by AFF X (4)
<u>Series C Preferred Stock (1)</u>	Â (2)	Â (3)	Class A Common Stock	52,784	\$ 0	I	Directly owned by AFF X (4)
<u>Series D Preferred Stock (1)</u>	Â (2)	Â (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	Officer	Other
US VENTURE PARTNERS X LP 2735 SAND HILL ROAD MENLO PARK, CA 94025	Â	Â X	Â	Â
USVP X AFFILIATES LP 2735 SAND HILL ROAD MENLO PARK, CA 94025	Â	Â X	Â	Â
FEDERMAN IRWIN 2735 SAND HILL ROAD MENLO PARK, CA 94025	Â	Â X	Â	Â
KRAUSZ STEVEN M	Â	Â X	Â	Â

2735 SAND HILL ROAD  
 MENLO PARK, CA 94025

Lewis Richard W. 2735 SAND HILL ROAD MENLO PARK, CA 94025	^	^ X	^	^
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Matteucci Paul A 2735 SAND HILL ROAD MENLO PARK, CA 94025	^	^ X	^	^
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ROOT JONATHAN D 2735 SAND HILL ROAD MENLO PARK, CA 94025	^	^ X	^	^
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Tansey Casey M 2735 SAND HILL ROAD MENLO PARK, CA 94025	^	^ X	^	^
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**Signatures**

Michael P. 03/13/2014  
 Maher

**Signature of Reporting Person	Date
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**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 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.