

CASTLIGHT HEALTH, INC.

Form 3/A

June 01, 2016

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 *

Â SAP SE

(Last)

(First)

(Middle)

DIETMAR-HOPP-ALLEE 16

(Street)

WALLDORF,Â 2MÂ 69190

(City)

(State)

(Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

05/17/2016

3. Issuer Name **and** Ticker or Trading Symbol
CASTLIGHT HEALTH, INC. [CSLT]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

☐ Director ☒ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)5. If Amendment, Date Original
Filed(Month/Day/Year)

05/27/2016

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)

Class B Common Stock

4,762,658

I ⁽¹⁾See Footnote ⁽²⁾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)Date
ExercisableExpiration
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

Amount or
Number of4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

				Shares		(I) (Instr. 5)	
Warrant	Â (3)	Â (4)	Class B Common Stock	1,905,063	\$ 4.91	I (1)	See Footnote (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SAP SE DIETMAR-HOPP-ALLEE 16 WALLDORF,Â 2MÂ 69190	Â	Â X	Â	Â
SAP America, Inc. 3999 WEST CHESTER PIKE NEWTOWN SQUARE,Â PAÂ 19073	Â	Â X	Â	Â
SAP Technologies, Inc. 3999 WEST CHESTER PIKE NEWTOWN SQUARE,Â PAÂ 19073	Â	Â X	Â	Â

Signatures

/s/ Michael Kleinemeier, Authorized Signatory, on behalf of SAP SE	06/01/2016
__Signature of Reporting Person	Date
/s/ Jochen Scholten, Authorized Signatory, on behalf of SAP SE	06/01/2016
__Signature of Reporting Person	Date
/s/ Brad C. Brubaker, Corporate Secretary, on behalf of SAP America, Inc.	06/01/2016
__Signature of Reporting Person	Date
/s/ Brian Stine, Assistant Secretary, on behalf of SAP Technologies, Inc.	06/01/2016
__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).
- (1) These securities were previously reported as directly owned by SAP SE.
- This form is a joint filing by SAP SE, SAP America, Inc. and SAP Technologies, Inc. The reported securities are beneficially owned
- (2) directly by SAP Technologies, Inc., which is a wholly owned subsidiary of SAP America, Inc., which is a subsidiary of SAP SE. SAP SE and SAP America, Inc. are indirect beneficial owners of the reported securities.
- The Warrant becomes exercisable on the date that Castlight Health, Inc. and SAP Technologies, Inc. (or one of its affiliates) enter into (i)
- (3) an agreement pursuant to which Castlight Health, Inc. will participate in SAP SE's "Connected Health Platform" (the "Platform Agreement") and (ii) an agreement pursuant to which SAP Technologies (or one of its affiliates) will distribute or co-market Castlight Health Inc.'s solutions (the "Distribution Agreement").
- (4) The Warrant will expire four years from the date Castlight Health, Inc. and SAP Technologies, Inc. (or one of its affiliates) enter into the Platform Agreement and the Distribution Agreement.

Edgar Filing: CASTLIGHT HEALTH, INC. - Form 3/A

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.