CASTLIGHT HEALTH, INC.

Form 3 June 19, 2015

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

OMB APPROVAL

OMB Number:

3235-0104

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

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 *

A Rende Jonathan

(Last) (First) (Middle) Statement

(Month/Day/Year)

06/17/2015

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

CASTLIGHT HEALTH, INC. [CSLT]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

C/O CASTLIGHT HEALTH, INC., TWO RINCON CENTER, 121 SPEAR ST., SUITE

(Street)

10% Owner Director _X__ Officer Other (give title below) (specify below)

Chief Research & Dev. Officer

(Check all applicable)

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

SAN FRANCISCO. CAÂ 94105

1. Title of Security

(Instr. 4)

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities

Beneficially Owned (Instr. 4)

Ownership Form: Direct (D)

> (I) (Instr. 5)

4. Nature of Indirect Beneficial

Ownership (Instr. 5)

or Indirect

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. 5. Ownership Conversion or Exercise Form of Price of Derivative Derivative Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

1

Edgar Filing: CASTLIGHT HEALTH, INC. - Form 3

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Restricted Stock Units	(1)	(1)	Class B Common Stock	325,000	\$ 0 (2)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
Rende Jonathan C/O CASTLIGHT HEALTH, INC. TWO RINCON CENTER, 121 SPEAR ST., SUITE SAN FRANCISCO Â CAÂ 94105	Â	Â	Chief Research & Dev. Officer	Â	

Signatures

/s/ Jennifer Chaloemtiarana, by power of attorney 06/19/2015

**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 4 years as follows: 25% of the RSUs will vest on May 15, 2016 and the remainder will
- (1) vest on each quarterly anniversary thereafter in equal installments. 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.

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.

Reporting Owners 2