

CASTLIGHT HEALTH, INC.
Form 4
November 16, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
VENROCK ASSOCIATES V LP

2. Issuer Name and Ticker or Trading Symbol
CASTLIGHT HEALTH, INC.
[CSLT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O VENROCK, 3340 HILLVIEW AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/12/2015

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

PALO ALTO, CA 94304

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

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----------|---|--------------|
| | | | | (A) or (D) | Price | | | | | |
| | | | | Code | V | Amount | | | | |
| Class B Common Stock | 11/12/2015 | | P | | 22,061 | A | \$ 3.85 | 1,028,061 | I | By Funds (1) |
| Class B Common Stock | 11/13/2015 | | P | | 56,242 | A | \$ 3.85 | 1,084,303 | I | By Funds (2) |
| Class B Common Stock | 11/16/2015 | | P | | 51,127 | A | \$ 3.84 | 1,135,430 | I | By Funds (3) |

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

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(9-02)

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. Transaction Code (Instr. 8) | 5. Number of Derivative 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| VENROCK ASSOCIATES V LP C/O VENROCK 3340 HILLVIEW AVENUE PALO ALTO, CA 94304 | | X | | |
| VENROCK PARTNERS V L P C/O VENROCK 3340 HILLVIEW AVENUE PALO ALTO, CA 94304 | | X | | |
| Venrock Entrepreneurs Fund V, L.P. C/O VENROCK 3340 HILLVIEW AVENUE PALO ALTO, CA 94304 | | X | | |
| Venrock Management V, LLC C/O VENROCK 3340 HILLVIEW AVENUE PALO ALTO, CA 94304 | | X | | |
| Venrock Partners Management V, LLC C/O VENROCK 3340 HILLVIEW AVENUE PALO ALTO, CA 94304 | | X | | |

VEF Management V, LLC
C/O VENROCK
3340 HILLVIEW AVENUE
PALO ALTO, CA 94304

X

Signatures

/s/ David L. Stepp, authorized
signatory

11/16/2015

__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) Venrock Associates V, L.P. ("VA5") holds an aggregate of 927,654 shares, Venrock Partners V, L.P. ("VP5") holds an aggregate of 78,587 shares and Venrock Entrepreneurs Fund V, L.P. ("VEF5") holds an aggregate of 21,820 shares. Venrock Management V, LLC, VEF Management V, LLC and Venrock Partners Management V, LLC (collectively, the "Venrock GP Entities") are the sole general partners of VA5, VEF5 and VP5 (collectively, the "Funds"), respectively, and have voting and investment power over the shares held by the Funds. Each of the Venrock GP Entities disclaims beneficial ownership of the shares held by the Funds, except to the extent of their respective indirect pecuniary interests therein.

(2) VA5 holds an aggregate of 978,403 shares, VP5 holds an aggregate of 82,886 shares and VEF5 holds an aggregate of 23,014 shares. The Venrock GP Entities are the sole general partners of the Funds, and have voting and investment power over the shares held by the Funds. Each of the Venrock GP Entities disclaims beneficial ownership of the shares held by the Funds, except to the extent of their respective indirect pecuniary interests therein.

(3) VA5 holds an aggregate of 1,024,499 shares, VP5 holds an aggregate of 86,860 shares and VEF5 holds an aggregate of 24,071 shares. The Venrock GP Entities are the sole general partners of the Funds, and have voting and investment power over the shares held by the Funds. Each of the Venrock GP Entities disclaims beneficial ownership of the shares held by the Funds, except to the extent of their respective indirect pecuniary interests therein.

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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