

CASTLIGHT HEALTH, INC.
Form SC 13G/A
January 28, 2019

SECURITIES
AND
EXCHANGE
COMMISSION
Washington,
D.C. 20549

SCHEDULE
13G/A

Under the
Securities
Exchange Act of
1934
(Amendment
No. 3)*

Castlight
Health, Inc.
(Name of
Issuer)

Class B
Common Stock,
\$0.0001 par
value per share
(Title of Class
of Securities)

14862Q100
(CUSIP
Number)

December 31,
2018
(Date of Event
Which Requires
Filing of This
Statement)

Check the
appropriate box
to designate the

rule pursuant to
which this
Schedule is
filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

(Page 1 of 14
Pages)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAME OF REPORTING PERSON

Oak Investment Partners XII, Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP

3 SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5 SOLE VOTING POWER

6,027,622 shares of Class B Common Stock¹

6 SHARED VOTING POWER

0 shares of Class B Common Stock

7 SOLE DISPOSITIVE POWER

6,027,622 shares of Class B Common Stock¹

8 SHARED DISPOSITIVE POWER

0 shares of
Class B
Common Stock

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

9

6,027,622 shares of
Class B Common
Stock¹

CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
ROW (9)

10

EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
AMOUNT IN ROW
(9)

11

5.93%
TYPE OF
REPORTING
PERSON

12

PN

¹ Represents 5,958,872 shares of Class B Common Stock plus options to acquire 68,750 shares of Class B Common Stock.

1	NAME OF REPORTING PERSON
2	Oak Associates XII, LLC CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	Delaware
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	SOLE VOTING POWER
5	0 shares of Class B Common Stock SHARED VOTING POWER
6	6,027,622 shares of Class B Common Stock ² SOLE DISPOSITIVE POWER
7	0 shares of Class B Common Stock
8	SHARED DISPOSITIVE POWER
	6,027,622 shares of Class B Common

9 Stock²
AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

10 6,027,622 shares of
Class B Common
Stock²
CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
11 REPRESENTED BY
AMOUNT IN ROW
(9)

12 5.93%
TYPE OF
REPORTING
PERSON

OO-LLC

² Represents 5,958,872 shares of Class B Common Stock plus options to acquire 68,750 shares of Class B Common Stock.

1	NAME OF REPORTING PERSON
	Oak Management Corporation CHECK THE APPROPRIATE 2 BOX IF A MEMBER (b) x OF A GROUP 3 SEC USE ONLY CITIZENSHIP OR 4 PLACE OF ORGANIZATION
	Delaware
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5 SOLE VOTING POWER 0 shares of Class B Common Stock SHARED VOTING POWER 6 6,027,622 shares of Class B Common Stock ³ SOLE DISPOSITIVE POWER 7 0 shares of Class B Common Stock 8 SHARED DISPOSITIVE POWER 6,027,622 shares of Class B Common

9 Stock³
AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

10 6,027,622 shares of
Class B Common
Stock³
CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
11 REPRESENTED BY
AMOUNT IN ROW
(9)

12 5.93%
TYPE OF
REPORTING
PERSON

CO

³ Represents 5,958,872 shares of Class B Common Stock plus options to acquire 68,750 shares of Class B Common Stock.

1	NAME OF REPORTING PERSON
2	Bandel L. Carano CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	United States SOLE VOTING POWER
5	0 shares of Class B Common Stock SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	6 6,027,622 shares of Class B Common Stock ⁴ SOLE DISPOSITIVE POWER
7	0 shares of Class B Common Stock SHARED DISPOSITIVE POWER
8	6,027,622 shares of Class B Common Stock ⁴

9 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

6,027,622 shares of
Class B Common
Stock⁴

10 CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
11 AMOUNT IN ROW
(9)

5.93%
TYPE OF
REPORTING
PERSON

12

IN

⁴ Represents 5,958,872 shares of Class B Common Stock plus options to acquire 68,750 shares of Class B Common Stock.

1	NAME OF REPORTING PERSON
2	Edward F. Glassmeyer CHECK THE APPROPRIATE BOX IF A MEMBER (b) <input checked="" type="checkbox"/>
3	OF A GROUP SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	United States SOLE VOTING POWER
5	0 shares of Class B Common Stock SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	6 6,027,622 shares of Class B Common Stock ⁵ SOLE DISPOSITIVE POWER
7	0 shares of Class B Common Stock SHARED DISPOSITIVE POWER
8	6,027,622 shares of Class B Common Stock ⁵

9 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

6,027,622 shares of
Class B Common
Stock⁵

10 CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
11 AMOUNT IN ROW
(9)

5.93%
TYPE OF
REPORTING
PERSON

12

IN

⁵ Represents 5,958,872 shares of Class B Common Stock plus options to acquire 68,750 shares of Class B Common Stock.

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1	NAME OF REPORTING PERSON
2	Fredric W. Harman CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	United States SOLE VOTING POWER
5	0 shares of Class B Common Stock SHARED VOTING POWER
6	6,027,622 shares of Class B Common Stock ⁶ SOLE DISPOSITIVE POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	
7	0 shares of Class B Common Stock SHARED DISPOSITIVE POWER
8	6,027,622 shares of Class B Common Stock ⁶

9 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

6,027,622 shares of
Class B Common
Stock⁶

10 CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
11 AMOUNT IN ROW
(9)

5.93%
TYPE OF
REPORTING
PERSON

12

IN

⁶ Represents 5,958,872 shares of Class B Common Stock plus options to acquire 68,750 shares of Class B Common Stock.

1	NAME OF REPORTING PERSON
2	Ann H. Lamont CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	United States SOLE VOTING POWER
5	0 shares of Class B Common Stock SHARED VOTING POWER
6	6,027,622 shares of Class B Common Stock ⁷ SOLE DISPOSITIVE POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	7
7	0 shares of Class B Common Stock SHARED DISPOSITIVE POWER
8	6,027,622 shares of Class B Common Stock ⁷

9 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

6,027,622 shares of
Class B Common
Stock⁷

10 CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
11 AMOUNT IN ROW
(9)

5.93%
TYPE OF
REPORTING
PERSON

12

IN

⁷ Represents 5,958,872 shares of Class B Common Stock plus options to acquire 68,750 shares of Class B Common Stock.

1	NAME OF REPORTING PERSON
2	Grace A. Ames CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	United States SOLE VOTING POWER
5	0 shares of Class B Common Stock SHARED VOTING POWER
6	6,027,622 shares of Class B Common Stock ⁸ SOLE DISPOSITIVE POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	
7	0 shares of Class B Common Stock SHARED DISPOSITIVE POWER
8	6,027,622 shares of Class B Common Stock ⁸

9 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

6,027,622 shares of
Class B Common
Stock⁸

10 CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
11 AMOUNT IN ROW
(9)

5.93%
TYPE OF
REPORTING
PERSON

12 IN

⁸ Represents 5,958,872 shares of Class B Common Stock plus options to acquire 68,750 shares of Class B Common Stock.

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Item 1(a). NAME OF ISSUER

Castlight Health, Inc.

Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

150 Spear Street, Suite 400
San Francisco, CA 94105

Item 2(a). NAME OF PERSON FILING

Oak Investment Partners XII, Limited Partnership ("Oak XII")
Oak Associates XII, LLC ("Oak Associates XII")
Oak Management Corporation ("Oak Management")
Bandel L. Carano
Edward F. Glassmeyer
Fredric W. Harman
Ann H. Lamont
Grace A. Ames

Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE

c/o Oak Management Corporation
901 Main Avenue, Suite 600
Norwalk, CT 06851

Item 2(c). CITIZENSHIP

Please refer to Item 4 on each cover sheet for each filing person.

Item 2(d). TITLE OF CLASS OF SECURITIES

Class B Common Stock, \$0.0001 par value per share (the "Class B Common Stock")

Item 2(e). CUSIP NUMBER

14862Q100

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO Rules 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) Broker or dealer registered under Section 15 of the Act;
- (b) Bank as defined in Section 3(a)(6) of the Act;
- (c) Insurance company as defined in Section 3(a)(19) of the Act;

- (d) "Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e) "An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (f) "
- (g) "A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (h) "
- (i) "A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) "A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) "Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please

specify the type of institution: _____

Item 4. OWNERSHIP

The information in Items 1 and 5 through 11 on the cover pages of this Schedule 13G is hereby incorporated by reference.

The approximate percentages of shares of Class B Common Stock reported as beneficially owned by the Reporting Persons are based upon approximately 101,652,931 shares of Class B Common Stock outstanding as of November 5, 2018, as reported in the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2018 filed by the Company with the Securities and Exchange Commission on November 7, 2018, plus 68,750 shares of Class B Common Stock described below that are issuable upon exercise by the Reporting Persons of options to acquire Class B Common Stock.

Oak Associates XII is the general partner of Oak XII. Oak Management is the manager of Oak XII. Bandel L. Carano, Edward F. Glassmeyer, Fredric W. Harman, Ann H. Lamont, and Grace A. Ames are the managing members of Oak Associates XII and, as such, may be deemed to possess shared beneficial ownership of the shares of Class V Common Stock held by Oak XII.

Amounts shown as beneficially owned by each of Oak XII, Oak Associates XII, Oak Management, Bandel L. Carano, Edward F. Glassmeyer, Fredric W. Harman, Ann H. Lamont, and Grace A. Ames include options to purchase 68,750 shares of Class B Common Stock which may be deemed to be held by Ann H. Lamont on behalf of Oak XII.

By making this filing, the Reporting Persons acknowledge that they may be deemed to constitute a “group” within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, in connection with the securities of the Issuer. Each Reporting Person disclaims the existence of a “group” and disclaims beneficial ownership of all shares of Class B Common Stock or securities convertible into or exercisable for Class B Common Stock other than any shares or other securities reported herein as being owned by it, him or her, as the case may be.

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not applicable.

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON

Not applicable.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

Item 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

Item 10. CERTIFICATION

Not applicable.

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SIGNATURES

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATE: January 28, 2019

Entities:

Oak Investment Partners XII, Limited Partnership

Oak Associates XII, LLC

Oak Management Corporation

/s/ Edward F. Glassmeyer

Name: Edward F. Glassmeyer

Title: General Partner or Managing Member or attorney-in-fact for the above-listed entities

Individuals:

Bandel L. Carano

Edward F. Glassmeyer

Fredric W. Harman

Ann H. Lamont

Grace A. Ames

/s/ Edward F. Glassmeyer

Edward F. Glassmeyer, individually and as attorney-in-fact for the above-listed individuals

INDEX TO EXHIBITS

EXHIBIT A - Joint Filing Agreement (previously filed)

EXHIBIT B - Power of Attorney (previously filed)