

CASTLIGHT HEALTH, INC.  
Form 4/A  
March 26, 2014

**FORM 4**

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

OMB APPROVAL

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**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 \*  
MAVERICK CAPITAL LTD

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)  
300 CRESCENT COURT, 18TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)  
03/19/2014

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
\_\_X\_\_ 10% Owner  
\_\_\_\_ Other (specify below)

(Street)  
DALLAS, TX 75201

4. If Amendment, Date Original Filed(Month/Day/Year)  
03/21/2014

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_\_X\_\_ 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 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)  | Code  | V  | Amount                            | (D) | Price |

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative Securities Acquired (A) or | 6. Date Exercisable and Expiration Date | 7. Title and Am Underlying Sec |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|--|---|--------------------------------|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|--|---|--------------------------------|

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| Security (Instr. 3)        | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) |                 |                      |       |
|----------------------------|--|----------------------|-----------------|--------------------------------------|------------------|------------------|-----------------|----------------------|-------|
|                            |  |                      | Code V          | (A)                                  | (D)              | Date Exercisable | Expiration Date | Title                | A N S |
| Series A Preferred Stock   | \$ 0 <sup>(1)</sup>                      | 03/19/2014           | C               |                                      | 520,245          | <sup>(1)</sup>   | <sup>(2)</sup>  | Class A Common Stock |       |
| Series A-1 Preferred Stock | \$ 0 <sup>(1)</sup>                      | 03/19/2014           | C               |                                      | 1,037,788        | <sup>(1)</sup>   | <sup>(2)</sup>  | Class A Common Stock | 1     |
| Series B Preferred Stock   | \$ 0 <sup>(1)</sup>                      | 03/19/2014           | C               |                                      | 2,590,090        | <sup>(1)</sup>   | <sup>(2)</sup>  | Class A Common Stock | 2     |
| Series C Preferred Stock   | \$ 0 <sup>(1)</sup>                      | 03/19/2014           | C               |                                      | 3,162,163        | <sup>(1)</sup>   | <sup>(2)</sup>  | Class A Common Stock | 3     |
| Series D Preferred Stock   | \$ 0 <sup>(1)</sup>                      | 03/19/2014           | C               |                                      | 345,064          | <sup>(1)</sup>   | <sup>(2)</sup>  | Class A Common Stock |       |
| Class A Common Stock       | \$ 0 <sup>(1)</sup> <sup>(2)</sup>       | 03/19/2014           | C               | 7,655,350 <sup>(1)</sup>             |                  | <sup>(2)</sup>   | <sup>(2)</sup>  | Class B Common Stock | 7     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| MAVERICK CAPITAL LTD<br>300 CRESCENT COURT<br>18TH FLOOR<br>DALLAS, TX 75201            |               | X         |         |       |
| MAVERICK CAPITAL MANAGEMENT LLC<br>300 CRESCENT COURT<br>18TH FLOOR<br>DALLAS, TX 75201 |               | X         |         |       |
| AINSLIE LEE S III<br>767 FIFTH AVENUE<br>11TH FLOOR<br>NEW YORK, NY 10153               |               | X         |         |       |

## Signatures

/s/ John T. McCafferty,  
Attorney-in-Fact 03/26/2014

\_\_Signature of Reporting Person Date

/s/ John T. McCafferty,  
Attorney-in-Fact 03/26/2014

\_\_Signature of Reporting Person Date

/s/ John T. McCafferty,  
Attorney-in-Fact 03/26/2014

\_\_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).

In connection with the consummation of Castlight Health Inc.'s initial public offering, each share of convertible preferred stock

(1) automatically converted into one (1) share of Class A common stock for no additional consideration. All shares of Class A common stock issued upon conversion were aggregated for purposes of this Report.

(2) Each share of Class A common stock is convertible at any time at the option of the holder, into one share of Class B common stock at any time after Castlight Health Inc.'s initial public offering.

Maverick Capital, Ltd. ("Maverick Capital") is a registered investment adviser under the Investment Advisers Act of 1940, as amended, and acts as the investment manager for each of the portfolio funds that directly hold the reported securities. Maverick Capital

(3) Management, LLC ("Maverick") is the general partner of Maverick Capital. Lee S. Ainslie III is the manager of Maverick who is granted sole investment decision pursuant to Maverick's limited liability company regulations. Each reporting owner disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein.

(4) Maverick USA Private Investments, LLC held 833,333 shares of Series A-1 preferred stock; and Maverick Fund II, Ltd. held 204,455 shares of Series A-1 preferred stock.

(5) Maverick Fund Private Investments, Ltd. held 2,252,252 shares of Series B preferred stock; and Maverick USA Private Investments, LLC held 337,838 shares of Series B preferred stock.

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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