

Cohen Seth B.
Form 3
January 03, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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 Cohen Seth B.

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

01/01/2018

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)

(Check all applicable)

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

C/O CASTLIGHT HEALTH,
INC.,Â 150 SPEAR ST., SUITE
400

(Street)

SAN
FRANCISCO,Â CAÂ 94105

(City)

(State)

(Zip)

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

124,898

D

Â

Class B Common Stock

6,375 ⁽¹⁾

D

Â

Class B Common Stock

13,125 ⁽²⁾

D

Â

Class B Common Stock

38,672 ⁽³⁾

D

Â

Class B Common Stock

60,000 ⁽⁴⁾

D

Â

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
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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. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Director Stock Option (right to buy)	Â (5)	02/23/2026	Class B Common Stock	5,146	\$ 2.99
					D
					Â

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Cohen Seth B. C/O CASTLIGHT HEALTH, INC. 150 SPEAR ST., SUITE 400 SAN FRANCISCO, CA 94105	Â X Â Â Â

Signatures

/s/ Jennifer Chaloehtiarana, by power of attorney
 01/03/2018
 **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).

Represents an award of restricted stock units ("RSUs"). The RSUs will vest in equal quarterly installments over one year, beginning on February 17, 2018. Each RSU represents a contingent right to receive one share of the Issuer's Class B common stock upon settlement for no consideration.

(2) Represents an award of RSUs. The RSUs will vest in equal quarterly installments over two years, beginning on February 15, 2018. Each RSU represents a contingent right to receive one share of the Issuer's Class B common stock upon settlement for no consideration.

(3) Represents an award of RSUs. The RSUs will vest in equal quarterly installments over three years, beginning on February 16, 2018. Each RSU represents a contingent right to receive one share of the Issuer's Class B common stock upon settlement for no consideration.

(4) Represents an award of RSUs. 25% of the RSUs will vest on February 16, 2018 and the remainder will vest on each quarterly anniversary thereafter in equal installments. Each RSU represents a contingent right to receive one share of the Issuer's Class B common stock upon settlement for no consideration.

(5) The shares subject to the stock option will vest in 48 equal monthly installments beginning on January 24, 2018, until such time as the option is 100% vested, subject to the continuing service of the Reporting Person on each vesting date.

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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