

CASTLIGHT HEALTH, INC.
Form 3
May 27, 2016

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)

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|--|---|---|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â SAP SE</p> <p>(Last) (First) (Middle)</p> <p>DIETMAR-HOPP-ALLEE 16</p> <p>(Street)</p> <p>WALLDORF,Â 2MÂ 69190</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/17/2016</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>CASTLIGHT HEALTH, INC. [CSLT]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>___ Director <input checked="" type="checkbox"/> 10% Owner ___ Officer ___ Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|---|---|---|---|

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 | 4,762,658 | D | Â |

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. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable Expiration Date | Title Amount or Number of | | | |

| | | | | | | | |
|---------|-------|-------|----------------------------|-----------|---------|------------|---|
| | | | | Shares | | (I) | |
| | | | | | | (Instr. 5) | |
| Warrant | Â (1) | Â (2) | Class B Common Stock | 1,905,063 | \$ 4.91 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SAP SE DIETMAR-HOPP-ALLEE 16 WALLDORF,Â 2MÂ 69190 | Â | Â X | Â | Â |

Signatures

| | |
|---|------------|
| /s/ Michael Kleinemeier, Authorized Signatory, on behalf of SAP SE | 05/27/2016 |
| __Signature of Reporting Person | Date |
| /s/ Jochen Scholten, Authorized Signatory, on behalf of SAP SE | 05/27/2016 |
| __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).
- (1) The Warrant becomes exercisable on the date that Castlight Health, Inc. and SAP Technologies, Inc. (or one of its affiliates) enter into (i) an agreement pursuant to which the Issuer will participate in SAP SE's "Connected Health Platform" (the "Platform Agreement") and (ii) an agreement pursuant to which SAP Technologies (or one of its affiliates) will distribute or co-market the Issuer's solutions (the "Distribution Agreement").
 - (2) The Warrant will expire four years from the date Castlight Health, Inc. and SAP Technologies, Inc. (or one of its affiliates) enter into the Platform Agreement and the Distribution Agreement.

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Remarks:

TheÂ sharesÂ andÂ warrantÂ discussedÂ aboveÂ wereÂ acquiredÂ byÂ SAPÂ Technologies,Â Inc.,Â whichÂ isÂ alsoÂ th

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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