

CASTLIGHT HEALTH, INC.
Form SC 13G/A
February 12, 2016

SECURITIES
AND
EXCHANGE
COMMISSION
Washington,
D.C. 20549

SCHEDULE
13G/A

Under the
Securities
Exchange Act of
1934
(Amendment
No. 1)*

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,
2015
(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).

CUSIP No. 14862Q100 SCHEDULE 13G/A Page 2 of 14 Pages

1 NAME OF REPORTING PERSON
Oak Investment Partners XII, Limited Partnership

20-4960838
CHECK THE APPROPRIATE BOX IF A MEMBER (b) OF A GROUP

3 SEC USE ONLY
4 CITIZENSHIP OR PLACE OF ORGANIZATION

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	Delaware SOLE VOTING POWER 11,955,244 Shares of Common Stock ¹
	6	SHARED VOTING POWER
	7	0 Shares of Common Stock SOLE DISPOSITIVE POWER
	8	11,955,244 Shares of Common Stock ¹ SHARED DISPOSITIVE POWER

0 Shares of
Common Stock
AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
9 REPORTING
PERSON

11,955,244 Shares of
Common Stock¹
CHECK BOX
IF THE
AGGREGATE
10 AMOUNT IN ..
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
11 REPRESENTED BY
AMOUNT IN ROW
(9)

23.0%
TYPE OF
REPORTING
12 PERSON

PN

¹ Represents 11,917,744 shares of Class A Common Stock convertible at any time into shares of Class B Common Stock plus options to acquire 37,500 shares of Class B Common Stock.

CUSIP No. 14862Q100 SCHEDULE 13G/A Page 3 of 14 Pages

	NAME OF REPORTING PERSON
1	Oak Associates XII, LLC
	20-4961045
	CHECK THE APPROPRIATE BOX IF ^(a)
2	A MEMBER ^(b) 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 Common Stock SHARED VOTING POWER
6	11,955,244 Shares of Common Stock ² SOLE DISPOSITIVE POWER
7	
8	0 Shares of Common Stock SHARED DISPOSITIVE POWER
	11,955,244 Shares of

9 Common
Stock²
AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

10 11,955,244 Shares of
Common Stock²
CHECK
BOX IF
THE
AGGREGATE
AMOUNT “
IN ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
11 AMOUNT IN ROW
(9)

12 23.0%
TYPE OF
REPORTING
PERSON

OO-LLC

² Represents 11,917,744 shares of Class A Common Stock convertible at any time into shares of Class B Common Stock plus options to acquire 37,500 shares of Class B Common Stock.

CUSIP No. 14862Q100 SCHEDULE 13G/A Page 4 of 14 Pages

	NAME OF REPORTING PERSON
1	Oak Management Corporation
	06-0990851
	CHECK THE APPROPRIATE BOX IF A MEMBER (b) OF A GROUP
2	
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 Common Stock
	SHARED VOTING POWER
6	11,955,244 Shares of Common Stock ³
7	SOLE DISPOSITIVE POWER
	0 Shares of Common Stock
8	SHARED DISPOSITIVE POWER
	11,955,244 Shares of Common

9 Stock³
AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

10 11,955,244 Shares of
Common Stock³
CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
11 AMOUNT IN ROW
(9)

12 23.0%
TYPE OF
REPORTING
PERSON

CO

³ Represents 11,917,744 shares of Class A Common Stock convertible at any time into shares of Class B Common Stock plus options to acquire 37,500 shares of Class B Common Stock.

CUSIP No. 14862Q100 SCHEDULE 13G/A Page 5 of 14 Pages

1	NAME OF REPORTING PERSON
2	Bandel L. Carano CHECK THE APPROPRIATE BOX IF A MEMBER (b) OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	United States
5	SOLE VOTING POWER
6	0 Shares of Common Stock SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	7 11,955,244 Shares of Common Stock ⁴ SOLE DISPOSITIVE POWER
8	0 Shares of Common Stock SHARED DISPOSITIVE POWER
9	11,955,244 Shares of Common Stock ⁴ AGGREGATE AMOUNT

BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

11,955,244 Shares of
Common Stock⁴

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

10

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

11

AMOUNT IN ROW

(9)

23.0%

TYPE OF

REPORTING

12

PERSON

IN

⁴ Represents 11,917,744 shares of Class A Common Stock convertible at any time into shares of Class B Common Stock plus options to acquire 37,500 shares of Class B Common Stock.

CUSIP No. 14862Q100 SCHEDULE 13G/A Page 6 of 14 Pages

1	NAME OF REPORTING PERSON
	Edward F. Glassmeyer
2	CHECK THE APPROPRIATE BOX IF A MEMBER (b) OF A GROUP
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION
	United States
5	SOLE VOTING POWER
	0 Shares of Common Stock
	SHARED VOTING POWER
6	11,955,244 Shares of Common Stock ⁵
7	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: SOLE DISPOSITIVE POWER
	0 Shares of Common Stock
	SHARED DISPOSITIVE POWER
8	11,955,244 Shares of Common Stock ⁵
9	AGGREGATE AMOUNT

BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

11,955,244 Shares of
Common Stock⁵

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

10

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

11

AMOUNT IN ROW

(9)

23.0%

TYPE OF

REPORTING

12

PERSON

IN

⁵ Represents 11,917,744 shares of Class A Common Stock convertible at any time into shares of Class B Common Stock plus options to acquire 37,500 shares of Class B Common Stock.

CUSIP No. 14862Q100 SCHEDULE 13G/A Page 7 of 14 Pages

1	NAME OF REPORTING PERSON
2	Fredric W. Harman CHECK THE APPROPRIATE BOX IF A MEMBER (b) OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	United States
5	SOLE VOTING POWER
6	0 Shares of Common Stock SHARED VOTING POWER
7	11,955,244 Shares of Common Stock ⁶ SOLE DISPOSITIVE POWER
8	0 Shares of Common Stock SHARED DISPOSITIVE POWER
9	11,955,244 Shares of Common Stock ⁶ AGGREGATE AMOUNT

BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

11,955,244 Shares of
Common Stock⁶

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

10

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

11

AMOUNT IN ROW

(9)

23.0%

TYPE OF

REPORTING

12

PERSON

IN

⁶ Represents 11,917,744 shares of Class A Common Stock convertible at any time into shares of Class B Common Stock plus options to acquire 37,500 shares of Class B Common Stock.

CUSIP No. 14862Q100 SCHEDULE 13G/A Page 8 of 14 Pages

1	NAME OF REPORTING PERSON
2	Ann H. Lamont CHECK THE APPROPRIATE BOX IF A MEMBER (b) OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	United States
5	SOLE VOTING POWER
6	0 Shares of Common Stock SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: 7	11,955,244 Shares of Common Stock ⁷ SOLE DISPOSITIVE POWER
8	0 Shares of Common Stock SHARED DISPOSITIVE POWER
9	11,955,244 Shares of Common Stock ⁷ AGGREGATE AMOUNT

BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

11,955,244 Shares of
Common Stock⁷

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

10

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

11

AMOUNT IN ROW

(9)

23.0%

TYPE OF

REPORTING

12

PERSON

IN

⁷ Represents 11,917,744 shares of Class A Common Stock convertible at any time into shares of Class B Common Stock plus options to acquire 37,500 shares of Class B Common Stock.

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1	NAME OF REPORTING PERSON
2	Grace A. Ames CHECK THE APPROPRIATE BOX IF A MEMBER (b) OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	United States
5	SOLE VOTING POWER
6	0 Shares of Common Stock SHARED VOTING POWER
7	11,955,244 Shares of Common Stock ⁸ SOLE DISPOSITIVE POWER
8	0 Shares of Common Stock SHARED DISPOSITIVE POWER
9	11,955,244 Shares of Common Stock ⁸ AGGREGATE AMOUNT

BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

11,955,244 Shares of
Common Stock⁸

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

10

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

11

AMOUNT IN ROW

(9)

23.0%

TYPE OF

REPORTING

12

PERSON

IN

⁸ Represents 11,917,744 shares of Class A Common Stock convertible at any time into shares of Class B Common Stock plus options to acquire 37,500 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

Two Rincon Center
121 Spear Street, Suite 300
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);

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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) "

A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the
(i) " 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 OWNERSHIP
4.

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 40,017,764 shares of Class B Common Stock outstanding as of October 30, 2015, as reported in the Issuer's Form 10-Q filed with the Securities and Exchange Commission on November 4, 2015, plus 11,917,744 shares of Class B Common Stock issuable upon conversion of shares of Class A Common Stock, \$0.0001 par value per share (the "Class A Common Stock"), plus 37,500 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 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 25,000 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 Common Stock or securities convertible into or exercisable for Common Stock other than any shares or other securities reported herein as being owned by it, him or her, as the case may be.

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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

By signing below, each of the undersigned certifies that, to the best of his or its individual knowledge and belief, the securities referred to above were (i) not acquired and held for the purpose, or with the effect, of changing or influencing the control of the issuer of the securities and (ii) not acquired and held in connection with, or as a participant in, any transaction having that purpose or effect.

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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: February 12, 2016

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

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INDEX TO EXHIBITS

EXHIBIT A - Joint Filing Agreement (previously filed)

EXHIBIT B - Power of Attorney (previously filed)