

CASTLIGHT HEALTH, INC.
Form SC 13G/A
February 14, 2017

SECURITIES
AND
EXCHANGE
COMMISSION
Washington,
D.C. 20549

SCHEDULE
13G/A

Under the
Securities
Exchange Act of
1934
(Amendment
No. 2)*

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,
2016
(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).

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1 NAME OF
REPORTING
PERSON

2 Oak Investment
Partners XII, Limited
Partnership
CHECK
THE
APPROPRIATE
BOX IF A
MEMBER (b) x
OF A
GROUP

3 SEC USE ONLY
CITIZENSHIP OR
PLACE OF

4 ORGANIZATION

Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH:

5 SOLE
VOTING
POWER

11,986,494
shares of Class
B Common
Stock¹

6 SHARED
VOTING
POWER

0 shares of
Class B
Common Stock

7 SOLE
DISPOSITIVE
POWER

11,986,494
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

11,986,494 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

19.34%
TYPE OF
REPORTING
PERSON

12

PN

¹ Represents 11,917,744 shares of Class A Common Stock convertible at any time into shares of Class B Common Stock, 12,500 shares of Class B Common Stock plus options to acquire 56,250 shares of Class B Common Stock.

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

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
4	ORGANIZATION
Delaware	
5	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
6	SOLE VOTING POWER 0 shares of Class B Common Stock SHARED VOTING POWER
7	11,986,494 shares of Class B Common Stock ² SOLE DISPOSITIVE POWER
8	0 shares of Class B Common Stock SHARED DISPOSITIVE POWER

11,986,494
shares of Class
B Common
Stock²

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

9

11,986,494 shares of
Class B Common
Stock²

CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..

10

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

11

19.34%
TYPE OF
REPORTING
PERSON

12

OO-LLC

² Represents 11,917,744 shares of Class A Common Stock convertible at any time into shares of Class B Common Stock, 12,500 shares of Class B Common Stock plus options to acquire 56,250 shares of Class B Common Stock.

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

1	NAME OF REPORTING PERSON
2	Oak Management Corporation CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF
4	ORGANIZATION
5	Delaware NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
6	SOLE VOTING POWER 0 shares of Class B Common Stock SHARED VOTING POWER 11,986,494 shares of Class B Common Stock ³ SOLE DISPOSITIVE POWER
7	0 shares of Class B Common Stock
8	SHARED DISPOSITIVE POWER

11,986,494
shares of Class
B Common
Stock³

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

9

11,986,494 shares of
Class B Common
Stock³

CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..

10

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

11

19.34%
TYPE OF
REPORTING
PERSON

12

CO

³ Represents 11,917,744 shares of Class A Common Stock convertible at any time into shares of Class B Common Stock, 12,500 shares of Class B Common Stock plus options to acquire 56,250 shares of Class B Common Stock.

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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
4	ORGANIZATION
5	United States NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
6	SOLE VOTING POWER 0 shares of Class B Common Stock SHARED VOTING POWER 11,986,494 shares of Class B Common Stock ⁴ SOLE DISPOSITIVE POWER
7	0 shares of Class B Common Stock
8	SHARED DISPOSITIVE POWER 11,986,494 shares of Class

B Common
Stock⁴

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

9

11,986,494 shares of
Class B Common
Stock⁴

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

10

REPRESENTED BY
AMOUNT IN ROW
(9)

11

19.34%
TYPE OF
REPORTING
PERSON

12

IN

⁴ Represents 11,917,744 shares of Class A Common Stock convertible at any time into shares of Class B Common Stock, 12,500 shares of Class B Common Stock plus options to acquire 56,250 shares of Class B Common Stock.

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

1	NAME OF REPORTING PERSON
2	Edward F. Glassmeyer CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF
4	ORGANIZATION
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	United States 5 SOLE VOTING POWER 0 shares of Class B Common Stock SHARED VOTING POWER 6 11,986,494 shares of Class B Common Stock⁵ SOLE DISPOSITIVE POWER 7 0 shares of Class B Common Stock SHARED DISPOSITIVE POWER 8 11,986,494 shares of Class

9 B Common
Stock⁵
AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

10 11,986,494 shares of
Class B Common
Stock⁵
CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
11 REPRESENTED BY
AMOUNT IN ROW
(9)

12 19.34%
TYPE OF
REPORTING
PERSON

IN

⁵ Represents 11,917,744 shares of Class A Common Stock convertible at any time into shares of Class B Common Stock, 12,500 shares of Class B Common Stock plus options to acquire 56,250 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
4	ORGANIZATION
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	United States 5 SOLE VOTING POWER 0 shares of Class B Common Stock SHARED VOTING POWER 6 11,986,494 shares of Class B Common Stock⁶ SOLE DISPOSITIVE POWER 7 0 shares of Class B Common Stock 8 SHARED DISPOSITIVE POWER 11,986,494 shares of Class

B Common
Stock⁶

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

9

11,986,494 shares of
Class B Common
Stock⁶

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

10

REPRESENTED BY
AMOUNT IN ROW
(9)

11

19.34%
TYPE OF
REPORTING
PERSON

12

IN

⁶ Represents 11,917,744 shares of Class A Common Stock convertible at any time into shares of Class B Common Stock, 12,500 shares of Class B Common Stock plus options to acquire 56,250 shares of Class B Common Stock.

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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
4	ORGANIZATION
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	United States 5 SOLE VOTING POWER 0 shares of Class B Common Stock SHARED VOTING POWER 6 11,986,494 shares of Class B Common Stock⁷ SOLE DISPOSITIVE POWER 7 0 shares of Class B Common Stock 8 SHARED DISPOSITIVE POWER 11,986,494 shares of Class

B Common
Stock⁷

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

9

11,986,494 shares of
Class B Common
Stock⁷

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

10

REPRESENTED BY
AMOUNT IN ROW
(9)

11

19.34%
TYPE OF
REPORTING
PERSON

12

IN

⁷ Represents 11,917,744 shares of Class A Common Stock convertible at any time into shares of Class B Common Stock, 12,500 shares of Class B Common Stock plus options to acquire 56,250 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) x OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF
4	ORGANIZATION
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	United States 5 SOLE VOTING POWER 0 shares of Class B Common Stock SHARED VOTING POWER 6 11,986,494 shares of Class B Common Stock⁸ SOLE DISPOSITIVE POWER 7 0 shares of Class B Common Stock 8 SHARED DISPOSITIVE POWER 11,986,494 shares of Class

B Common
Stock⁸

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

9

11,986,494 shares of
Class B Common
Stock⁸

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

10

REPRESENTED BY
AMOUNT IN ROW
(9)

11

19.34%
TYPE OF
REPORTING
PERSON

12

IN

⁸ Represents 11,917,744 shares of Class A Common Stock convertible at any time into shares of Class B Common Stock, 12,500 shares of Class B Common Stock plus options to acquire 56,250 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;

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- (e) "An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) "An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) "A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) "A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (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 50,015,518 shares of Class B Common Stock outstanding as of December 31, 2016, as reported in the Issuer's Registration Statement on Form S-4 filed with the Securities and Exchange Commission on February 2, 2017, 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 56,250 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.

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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.

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/her 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 14, 2017

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)