

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)

1. Name and Address of Reporting
Person *

Â SAP SE

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

05/17/2016

3. Issuer Name and Ticker or Trading Symbol
CASTLIGHT HEALTH, INC. [CSLT]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

DIETMAR-HOPP-ALLEE 16

(Street)

(Check all applicable)

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

6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
____ Form filed by More than One
Reporting Person

WALLDORF,Â 2MÂ 69190

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. 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

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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
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
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect6. Nature of Indirect
Beneficial Ownership
(Instr. 5)Date
ExercisableExpiration
Date

Title

Amount or
Number of

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				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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