

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>VENROCK ASSOCIATES V LP</b>  (Last) (First) (Middle)  <b>C/O VENROCK, 3340 HILLVIEW AVENUE</b>  (Street)  <b>PALO ALTO, CA 94304</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>CASTLIGHT HEALTH, INC. [ CSLT ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>4/3/2017</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>  <p align="center"><b>4/5/2017</b></p>		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)				Price
Class B Common Stock	4/3/2017		A		3998534	A	(1)(2)	5255264 (3)	I	By Funds (4)

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

**Explanation of Responses:**

- (1) Received in exchange for 6,026,800 shares of Series B Preferred Stock of Jiff, Inc. ("Jiff") held by Venrock Associates VI, L.P. ("VA6"), 473,200 shares of Jiff's Series B Preferred Stock held by Venrock Partners VI, L.P. ("VP6"), 1,428,732 shares of Jiff's Series C Preferred Stock held by VA6, and 112,178 shares of Jiff's Series C Preferred Stock held by VP6 pursuant to the Agreement and Plan of Merger and Reorganization dated as of January 4, 2017 (the "Merger Agreement") by and among the Issuer, Neptune Acquisition Subsidiary, Inc., a Delaware corporation and wholly owned subsidiary of Issuer ("Merger Sub"), Jiff and Fortis Advisors LLC, as the Stockholders' Agent ("Stockholders' Agent"). Pursuant to the Merger Agreement, on April 3, 2017 (the "Effective Time"), Merger Sub merged with and into Jiff with Jiff surviving the merger as a wholly owned subsidiary of Issuer (the "Merger"). At the Effective Time, the closing price of the Issuer's Class B Common Stock was \$3.65 per share.
- (2) Of the 3,998,534 shares issued as reported herein, 401,779 shares and 31,546 shares held by VA6 and VP6, respectively, are currently being held in escrow for 12-months following the Merger to serve as partial security for certain indemnification obligations of Jiff stockholders pursuant to the Merger Agreement and 7,441 shares and 584 shares held by VA6 and VP6, respectively, are being held in an expense fund, which will be used for the purposes of paying directly or reimbursing the Stockholders' Agent for out-of-pocket costs and expenses and legal fees incurred by the Stockholders' Agent in connection with the administration of its duties.
- (3) The Merger Agreement provides that the former equityholders of Jiff (other than the holders of Jiff's Series A Preferred Stock) will receive additional shares of the Issuer's Class B Common Stock upon the achievement by the Jiff business of certain milestones in FY2017. Such former equityholders of Jiff will receive additional shares of the Issuer's Class B Common Stock if the Jiff business achieves at least \$25 million in revenue in FY2017 and if the Jiff business achieves at least \$25 million in net new bookings during FY2017, and such right to receive additional shares subject to this earn-out right became fixed and irrevocable at the Effective Time. For more information on the earnout, please refer to the Merger Agreement filed as Exhibit 2.1 to the Issuer's Current Report on Form 8-K filed with the U.S. Securities and Exchange Commission on January 4, 2017.
- (4) VA6 holds an aggregate of 3,707,442 shares, VP6 holds an aggregate of 291,092 shares, Venrock Associates V, L.P. ("VA5") holds an aggregate of 1,133,948 shares, Venrock Partners V, L.P. ("VP5") holds an aggregate of 96,139 shares and Venrock Entrepreneurs Fund V, L.P. ("VEF5") holds an aggregate of 26,643 shares. Venrock Management VI, LLC, Venrock Partners Management VI, LLC, Venrock Management V, LLC, VEF Management V, LLC and Venrock Partners Management V, LLC (collectively, the "Venrock GP Entities") are the sole general partners of VA6, VP6, VA5, VEF5 and VP5 (collectively, the "Funds"), respectively, and may be deemed to beneficially own these shares. The Venrock GP Entities expressly disclaim beneficial ownership over these shares except to the extent of their indirect pecuniary interests therein.

**Remarks:**

This amended Form 4 is being filed to restate the number of shares issued to VA6 and VP6 in connection with the acquisition reported herein. The amount originally reported was estimated based on information provided to the reporting person by the Issuer, which amount understated the aggregate number of shares ultimately received by VA6 and VP6 by 32,554 shares. The understatement was discovered in connection with the subsequent disbursement of shares from the escrow arrangement described in footnote (2). The number of shares beneficially owned by VA6 and VP6 was similarly underreported on subsequently filed Form 4s.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VENROCK ASSOCIATES V LP C/O VENROCK 3340 HILLVIEW AVENUE PALO ALTO, CA 94304		X		
VENROCK PARTNERS V L P C/O VENROCK 3340 HILLVIEW AVENUE PALO ALTO, CA 94304		X		
Venrock Entrepreneurs Fund V, L.P. C/O VENROCK 3340 HILLVIEW AVENUE PALO ALTO, CA 94304		X		
Venrock Management V, LLC C/O VENROCK 3340 HILLVIEW AVENUE PALO ALTO, CA 94304		X		
Venrock Partners Management V, LLC C/O VENROCK 3340 HILLVIEW AVENUE PALO ALTO, CA 94304		X		
VEF Management V, LLC C/O VENROCK 3340 HILLVIEW AVENUE PALO ALTO, CA 94304		X		
Venrock Associates VI, L.P. C/O VENROCK 3340 HILLVIEW AVENUE PALO ALTO, CA 94304		X		
Venrock Partners VI, L.P. C/O VENROCK 3340 HILLVIEW AVENUE PALO ALTO, CA 94304		X		
Venrock Management VI, LLC C/O VENROCK 3340 HILLVIEW AVENUE PALO ALTO, CA 94304		X		
Venrock Partners Management VI, LLC C/O VENROCK 3340 HILLVIEW AVENUE PALO ALTO, CA 94304		X		

**Signatures**

/s/ David L. Stepp, authorized signatory

6/7/2019

—Signature of Reporting Person

Date

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

\* If the form is filed by more than one reporting person, see Instruction 4(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).

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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