

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

SCHEDULE 13D

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

Castlight Health, Inc.

(Name of Issuer)

Class B Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

14862Q100

(CUSIP Number)

**Wendy Boufford
Assistant General Counsel
c/o SAP Labs
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Palo Alto, California 94304
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+1 650 843 2041 (Fax)**

With a copy to:

**Eric Shube
Allen & Overy LLP
1221 Avenue of the Americas
New York, New York 10020
+1 212 610 6300**

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

January 17, 2018

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box .

Note : Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* 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 disclosures provided in a prior cover page.

The information required on 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, as amended (the "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).

1. Names of Reporting Persons
SAP SE

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)
AF

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization
Germany

7. Sole Voting Power
3,846,425

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8. Shared Voting Power
0

9. Sole Dispositive Power
3,846,425

10. Shared Dispositive Power
0

11. Aggregate Amount Beneficially Owned by Each Reporting Person
3,846,425

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)
4.8%*

14. Type of Reporting Person (See Instructions)
CO

* This calculation is based on 80,731,913 Shares outstanding as of October 25, 2017, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the SEC on October 27, 2017 for the quarterly period ended September 30, 2017.

1. Names of Reporting Persons
SAP Technologies, Inc.
I.R.S. Identification Nos. of above persons (entities only).
27-3512529

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)
WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization
Delaware

7. Sole Voting Power
3,846,425

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8. Shared Voting Power
0

9. Sole Dispositive Power
3,846,425

10. Shared Dispositive Power
0

11. Aggregate Amount Beneficially Owned by Each Reporting Person
3,846,425

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)
4.8%*

14. Type of Reporting Person (See Instructions)
CO

* This calculation is based on 80,731,913 Shares outstanding as of October 25, 2017, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the SEC on October 27, 2017 for the quarterly period ended September 30, 2017.

This Amendment No. 2 to Schedule 13D (this “Amendment No. 2”) relates to the Schedule 13D filed with the Securities and Exchange Commission (the “SEC”) on May 17, 2016 (the “Original Schedule 13D”, as amended and supplemented by Amendment No. 1 filed with the SEC on April 28, 2017, the “Schedule 13D”) by SAP Technologies, Inc. (“SAP Technologies”) and SAP SE (collectively, with SAP Technologies, the “Reporting Persons”), relating to the Class B common stock, par value \$0.0001 per share (the “Shares”), of Castlight Health, Inc. (the “Issuer”).

Capitalized terms used but not defined in this Amendment No. 2 shall have the meanings set forth in the Schedule 13D.

Except as set forth below, all Items of the Schedule 13D remain unchanged.

This Amendment No. 2 represents the final amendment to the Schedule 13D and constitutes an exit filing for the Reporting Persons as the Reporting Persons beneficially own less than five percent of the Shares.

Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is hereby amended by inserting the following at the end of Item 4:

Because the Issuer and SAP Technologies (or one of its affiliates) have not entered into the SolEx Agreement, the Warrant has expired and cannot be exercised.

Item 5. Interest in Securities of the Issuer

Item 5 of the Schedule 13D is hereby amended by replacing the first paragraph thereof with the following:

(a) and (b). As of January 24, 2018, SAP Technologies owns 3,846,425 Shares, which represent approximately 4.8% of the outstanding Shares. This calculation is based on 80,731,913 Shares outstanding as of October 25, 2017, as reported in the Issuer’s Quarterly Report on Form 10-Q filed with the SEC on October 27, 2017 for the quarterly period ended September 30, 2017. As of November 6, 2017, SAP Technologies owned 4,746,151 Shares, which represented approximately 5.9% of the outstanding Shares based on 80,731,913 Shares outstanding as of October 25, 2017, as reported in the Issuer’s Quarterly Report on Form 10-Q filed with the SEC on October 27, 2017 for the quarterly period ended September 30, 2017. As of August 4, 2016, SAP Technologies owned 4,762,658 Shares, which represented approximately 9.9% of the outstanding Shares based on 48,300,276 Shares outstanding as of August 4, 2016, as reported in the Issuer’s Quarterly Report on Form 10-Q filed with the SEC on August 8, 2016 for the quarterly period ended June 30, 2016.

Item 5 of the Schedule 13D is hereby amended by replacing the third, fourth and fifth paragraphs thereof with the following:

On the Closing Date, SAP Technologies also obtained the right to acquire the Warrant Shares pursuant to the terms of the Warrant. The Warrant Shares represented approximately 4.5% of the Shares outstanding as of May 6, 2016. Vesting of the Warrant was subject to entry by the Issuer and SAP Technologies (or one of its affiliates) into the SolEx Agreement in accordance with the terms specified in the Warrant. Because the Issuer and SAP Technologies (or one of its affiliates) have not entered into the SolEx Agreement, the Warrant has expired and cannot be exercised. The Reporting Persons are not beneficial owners of the Warrant Shares and hereby disclaim beneficial ownership of the Warrant Shares.

As of January 24, 2018, SAP Technologies is only the record holder of 3,846,425 Shares and neither of the Reporting Persons has the right to acquire any additional Shares, other than as described in this Item 5 and in Item 4 above. As of the date of this Schedule 13D, to the knowledge of the Reporting Persons, none of the persons listed on Schedule A hereto is the beneficial owner of any Shares.

(c) Exhibit 99.2, which is filed herewith and incorporated by reference into this Item 5(c) as if restated in full, describes all of the transactions in the Shares that were effected by the Reporting Persons since the filing of the Schedule 13D. Except as set forth in Exhibit 99.2, no reportable transactions were effected by any Reporting Person within the past 60 days.

Item 5 of the Schedule 13D is hereby amended by replacing the seventh paragraph thereof with the following:

(e) As of January 17, 2018, the Reporting Persons ceased to be the beneficial owner of more than five percent of the Shares.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 6 of the Schedule 13D is hereby amended by replacing the second paragraph thereof with the following:

Other than the Distribution Agreement entered into between the Issuer and an affiliate of SAP Technologies in August 2016 and the joint filing agreement described below, and other than the transactions contemplated by the Securities Purchase Agreement as described in Items 4 and 5 above, to the knowledge of the Reporting Persons, there are no contracts, arrangements, understandings or relationships (legal or otherwise) among each Reporting Person and any other person or entity, including the persons listed in Schedule A hereto, with respect to any securities of the Issuer, including, but not limited to, transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.

The Reporting Persons have entered into an agreement with respect to the joint filing on behalf of each of them of statements on the Schedule 13D with respect to the securities of the Issuer, a copy of which is filed herewith as Exhibit 99.1 and incorporated herein by reference.

Item 7. Material to be Filed as Exhibits

Item 7 is hereby amended by inserting the following at the end of Item 7:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Joint Filing Agreement, dated as of January 25, 2018, by and among SAP SE and SAP Technologies, Inc.
99.2	Trading data

SIGNATURE

After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned hereby certify as of January 25, 2018 that the information set forth in this statement is true, complete and correct.

SAP SE

By: /s/ Luka Mucic
Name: Luka Mucic
Title: Chief Financial Officer

By: /s/ Michael Ploetner
Name: Michael Ploetner
Title: Prokurist

SAP Technologies, Inc.

By: /s/ Brad C. Brubaker
Name: Brad C. Brubaker
Title: Corporate Secretary

INDEX OF EXHIBITS

Exhibit No.	Description
2.1	Securities Purchase Agreement, dated as of May 16, 2016, between Castlight Health, Inc. and SAP Technologies, Inc.*
2.2	Warrant issued by Castlight Health, Inc., dated as of May 17, 2016*
2.3	Amendment No. 1 to Warrant, made and entered into as of April 24, 2017, by and among SAP Technologies, Inc. and Castlight Health, Inc.*
99.1	Joint Filing Agreement, dated as of January 25, 2018, between SAP SE and SAP Technologies, Inc.
99.2	Trading data

* Previously filed

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, each of the undersigned hereby agrees to the joint filing, along with the other such undersigned, of a statement on Schedule 13D (including amendments thereto) with respect to the Class B common stock, par value \$0.0001 per share, of Castlight Health, Inc., and that this agreement be included as an Exhibit 99.1 to such joint filing.

The undersigned acknowledge that each shall be responsible for the timely filing of any amendments, and for the completeness and accuracy of the information concerning it contained herein and therein, but shall not be responsible for the completeness and accuracy of the information concerning the other.

This agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF , each of the undersigned hereby executes this agreement as of January 25, 2018.

SAP SE

By: /s/ Luka Mucic
Name: Luka Mucic
Title: Chief Financial Officer

By: /s/ Michael Ploetner
Name: Michael Ploetner
Title: Prokurist

SAP Technologies, Inc.

By: /s/ Brad C. Brubaker
Name: Brad C. Brubaker
Title: Corporate Secretary

TRADING DATA

Date	Aggregate Shares Sold	Price Per Share (USD)(1)	Where and How Transaction Effected
November 6, 2017	16,507	\$ 4.0662(2)	Open Market Sale
November 7, 2017	17,300	\$ 4.0207(3)	Open Market Sale
November 10, 2017	3,000	\$ 4.0000	Open Market Sale
November 22, 2017	2,350	\$ 4.0000	Open Market Sale
November 24, 2017	207	\$ 4.0000	Open Market Sale
November 29, 2017	33,733	\$ 3.9050(4)	Open Market Sale
November 30, 2017	76,486	\$ 3.9234(5)	Open Market Sale
December 1, 2017	20,577	\$ 3.9061(6)	Open Market Sale
December 4, 2017	16,318	\$ 3.9150(7)	Open Market Sale
December 8, 2017	7,590	\$ 3.9000	Open Market Sale
December 15, 2017	2,800	\$ 3.9000	Open Market Sale
December 18, 2017	48,672	\$ 3.9656(8)	Open Market Sale
December 19, 2017	30,500	\$ 3.9008(9)	Open Market Sale
December 20, 2017	41,257	\$ 3.9253(10)	Open Market Sale
December 21, 2017	54,182	\$ 3.9720(11)	Open Market Sale
December 22, 2017	24,607	\$ 3.9822(12)	Open Market Sale
December 26, 2017	28,596	\$ 3.9612(13)	Open Market Sale
December 27, 2017	34,810	\$ 3.9167(14)	Open Market Sale
December 28, 2017	2,700	\$ 3.9000	Open Market Sale
December 29, 2017	600	\$ 3.9000	Open Market Sale
January 3, 2018	2,008	\$ 3.9000	Open Market Sale
January 4, 2018	600	\$ 3.9000	Open Market Sale
January 5, 2018	9	\$ 3.9000	Open Market Sale
January 8, 2018	6,613	\$ 3.9000	Open Market Sale
January 9, 2018	1,400	\$ 3.9000	Open Market Sale
January 10, 2018	37,800	\$ 3.9910(15)	Open Market Sale
January 11, 2018	62,920	\$ 4.0441(16)	Open Market Sale
January 12, 2018	94,700	\$ 4.1832(17)	Open Market Sale
January 16, 2018	51,836	\$ 4.2163(18)	Open Market Sale

(1) Where indicated, the price reported is a weighted average price. The Reporting Persons undertake to provide to the staff of the SEC, upon request, full information regarding the number of shares bought at each separate price within the range set forth in each footnote.

- (2) The price reported is a weighted average price. These shares were bought in multiple transactions at prices ranging from \$4.05 to \$4.10, inclusive.
- (3) The price reported is a weighted average price. These shares were bought in multiple transactions at prices ranging from \$4.00 to \$4.15, inclusive.
- (4) The price reported is a weighted average price. These shares were bought in multiple transactions at prices ranging from \$3.90 to \$3.95, inclusive.
- (5) The price reported is a weighted average price. These shares were bought in multiple transactions at prices ranging from \$3.90 to \$3.975, inclusive.
- (6) The price reported is a weighted average price. These shares were bought in multiple transactions at prices ranging from \$3.90 to \$3.95, inclusive.
- (7) The price reported is a weighted average price. These shares were bought in multiple transactions at prices ranging from \$3.90 to \$4.00, inclusive.
- (8) The price reported is a weighted average price. These shares were bought in multiple transactions at prices ranging from \$3.90 to \$4.05, inclusive.
- (9) The price reported is a weighted average price. These shares were bought in multiple transactions at prices ranging from \$3.90 to \$3.95, inclusive.
- (10) The price reported is a weighted average price. These shares were bought in multiple transactions at prices ranging from \$3.90 to \$4.00, inclusive.
- (11) The price reported is a weighted average price. These shares were bought in multiple transactions at prices ranging from \$3.90 to \$4.0256, inclusive.
- (12) The price reported is a weighted average price. These shares were bought in multiple transactions at prices ranging from \$3.90 to \$4.05, inclusive.
- (13) The price reported is a weighted average price. These shares were bought in multiple transactions at prices ranging from \$3.90 to \$4.00, inclusive.
- (14) The price reported is a weighted average price. These shares were bought in multiple transactions at prices ranging from \$3.90 to \$4.00, inclusive.
- (15) The price reported is a weighted average price. These shares were bought in multiple transactions at prices ranging from \$3.90 to \$4.05, inclusive.
- (16) The price reported is a weighted average price. These shares were bought in multiple transactions at prices ranging from \$3.95 to \$4.10, inclusive.
- (17) The price reported is a weighted average price. These shares were bought in multiple transactions at prices ranging from \$3.95 to \$4.35, inclusive.
- (18) The price reported is a weighted average price. These shares were bought in multiple transactions at prices ranging from \$4.15 to \$4.40, inclusive.

January 17, 2018	53,700	\$	4.1447(19)	Open Market Sale
January 18, 2018	21,112	\$	4.1156(20)	Open Market Sale
January 19, 2018	37,359	\$	4.0006(21)	Open Market Sale
January 22, 2018	30,774	\$	3.9889(22)	Open Market Sale
January 23, 2018	17,400	\$	4.0134(23)	Open Market Sale
January 24, 2018	35,210	\$	3.9497(24)	Open Market Sale

(19) The price reported is a weighted average price. These shares were bought in multiple transactions at prices ranging from \$4.10 to \$4.20, inclusive.

(20) The price reported is a weighted average price. These shares were bought in multiple transactions at prices ranging from \$4.05 to \$4.20, inclusive.

(21) The price reported is a weighted average price. These shares were bought in multiple transactions at prices ranging from \$3.95 to \$4.10, inclusive.

(22) The price reported is a weighted average price. These shares were bought in multiple transactions at prices ranging from \$3.95 to \$4.05, inclusive.

(23) The price reported is a weighted average price. These shares were bought in multiple transactions at prices ranging from \$4.00 to \$4.05, inclusive.

(24) The price reported is a weighted average price. These shares were bought in multiple transactions at prices ranging from \$3.90 to \$4.05, inclusive.