

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

FORM S-8

REGISTRATION STATEMENT
Under
The Securities Act of 1933

Castlight Health, Inc.

(Exact name of Registrant as specified in its charter)

Delaware

*(State or Other Jurisdiction
of Incorporation or Organization)*

26-1989091

*(I.R.S. Employer
Identification No.)*

**150 Spear Street, Suite 400
San Francisco, CA 94105
(415) 829-1400**

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

2014 Equity Incentive Plan
(Full title of plans)

**Siobhan Nolan Mangini
Chief Financial Officer
Castlight Health, Inc.
150 Spear Street, Suite 400
San Francisco, CA 94105
(415) 829-1400**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Please send copies of all communications to:

**Robert A. Freedman, Esq.
Julia Forbess, Esq.
Fenwick & West LLP
555 California Street, 12th Floor
San Francisco, California 94104
(650) 988-8500**

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Amount To Be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Class B Common Stock, \$0.0001 par value per share	2,000,000	\$3.14 (3)	\$6,280,000 (3)	\$762 (3)

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of the Registrant's Class B Common Stock that become issuable under the Registrant's 2014 Equity Incentive Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant's receipt of consideration that increases the number of the outstanding shares of the Registrant's Class B Common Stock.
- (2) Represents additional shares reserved for issuance under the 2014 Equity Incentive Plan as of the date of this Registration Statement.
- (3) Calculated solely for the purposes of this offering under Rule 457(c) and (h) of the Securities Act on the basis of the average of the high and low prices of the Registrant's Class B Common Stock as reported on the New York Stock Exchange on February 26, 2019.

**REGISTRATION OF ADDITIONAL SHARES
PURSUANT TO GENERAL INSTRUCTION E**

Pursuant to General Instruction E of Form S-8, Castlight Health, Inc. (the “Registrant”) is filing this Registration Statement with the Securities and Exchange Commission (the “Commission”) to register 2,000,000 additional shares of Class B Common Stock under the Registrant’s 2014 Equity Incentive Plan (“EIP”), pursuant to the provisions of the EIP providing for an automatic increase in the number of shares reserved for issuance under the EIP. This Registration Statement hereby incorporates by reference the contents of the Registrant’s registration statements on Form S-8 filed with the Commission on March 14, 2014 (Registration No. 333-194566), March 12, 2015 (Registration No. 333-202701), March 1, 2017 (Registration No. 333-216374) and March 1, 2018 (Registration No. 333-223373). In accordance with the instructional note to Part I of Form S-8 as promulgated by the Commission, the information specified by Part I of the Form S-8 has been omitted from this Registration Statement.

PART II

Information Required in the Registration Statement

Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Exhibit Description</u>	<u>Incorporated by Reference</u>			<u>Filing Date</u>	<u>Filed Herewith</u>
		<u>Form</u>	<u>File No.</u>	<u>Exhibit</u>		
4.1	Restated Certificate of Incorporation of the Registrant, as currently in effect.	10-Q	001-36330	3.1	5/12/2014	
4.2	Amended and Restated Bylaws of the Registrant, as currently in effect.	10-Q	001-36330	3.2	5/12/2014	
4.3	Form of Registrant's Class B common stock certificate.	S-1/A	333-193840	4.1	3/3/2014	
4.4	2014 Equity Incentive Plan and forms of award agreements.	S-1/A	333-193840	10.3	3/3/2014	
4.5	Form of restricted stock unit agreement, performance based	10-Q	001-36330	10.2	8/5/2015	
5.1	Opinion and Consent of Fenwick & West LLP.					X
23.1	Consent of Independent Registered Public Accounting Firm.					X
23.2	Consent of Fenwick & West LLP (contained in Exhibit 5.1).					X
24.1	Power of Attorney (incorporated by reference to Page II-2 of this Registration Statement).					X

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Francisco, State of California, on this 1st day of March, 2019.

Castlight Health, Inc.

By: /s/ John C. Doyle
John C. Doyle
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned officers and directors of Castlight Health, Inc., a Delaware corporation, do hereby constitute and appoint John C. Doyle and Siobhan Nolan Mangini, and each of them, the lawful attorneys-in-fact and agents with full power and authority to do any and all acts and things and to execute any and all instruments which said attorneys and agents, and any one of them, determine may be necessary or advisable or required to enable said corporation to comply with the Securities Act of 1933, as amended, and any rules or regulations or requirements of the Securities and Exchange Commission in connection with this Registration Statement. Without limiting the generality of the foregoing power and authority, the powers granted include the power and authority to sign the names of the undersigned officers and directors in the capacities indicated below to this Registration Statement, to any and all amendments, both pre-effective and post-effective, and supplements to this Registration Statement, and to any and all instruments or documents filed as part of or in conjunction with this Registration Statement or amendments or supplements thereof, and each of the undersigned hereby ratifies and confirms that all said attorneys and agents, or any one of them, shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons on behalf of the Registrant in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ John C. Doyle _____ John C. Doyle	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	March 1, 2019
/s/ Siobhan Nolan Mangini _____ Siobhan Nolan Mangini	Chief Financial Officer <i>(Principal Financial Officer)</i>	March 1, 2019
/s/ Eric Chan _____ Eric Chan	Chief Accounting Officer <i>(Principal Accounting Officer)</i>	March 1, 2019
/s/ Bryan Roberts _____ Bryan Roberts	Chairman of the Board of Directors	March 1, 2019
/s/ Seth Cohen _____ Seth Cohen	Director	March 1, 2019
/s/ Michael L. Eberhard _____ Michael L. Eberhard	Director	March 1, 2019
/s/ David Ebersman _____ David Ebersman	Director	March 1, 2019
/s/ Ed Park _____ Ed Park	Director	March 1, 2019
/s/ David B. Singer _____ David B. Singer	Director	March 1, 2019
/s/ Kenny Van Zant _____ Kenny Van Zant	Director	March 1, 2019
/s/ Judith Verhave _____ Judith Verhave	Director	March 1, 2019



SILICON VALLEY 801 CALIFORNIA STREET MOUNTAIN VIEW, CA 94041
TEL: 650.988.8500 FAX: 650.938.5200 WWW.FENWICK.COM

March 1, 2019

Castlight Health, Inc.
150 Spear Street, Suite 400
San Francisco, California 94105

Ladies and Gentlemen:

As counsel to Castlight Health, Inc., a Delaware corporation (the “*Company*”), we have examined the Registration Statement on Form S-8 to be filed by the Company with the Securities and Exchange Commission (the “*Commission*”) on or about March 1, 2019 (the “*Registration Statement*”) in connection with the registration under the Securities Act of 1933, as amended (the “*Securities Act*”), of an aggregate of 2,000,000 shares (the “*Shares*”) of the Company’s Class B Common Stock, \$0.0001 par value per share (the “*Common Stock*”), subject to issuance by the Company upon the exercise or settlement of awards (including any stock option, restricted stock, stock bonus, stock appreciation right, restricted stock unit or award of performance shares) granted or to be granted under the 2014 Equity Incentive Plan, as amended to date (the “*Plan*”). At your request we are providing this letter to express our opinion on the matters set forth below in this letter (“*our opinion*”).

In connection with our opinion expressed below we have examined originals or copies of the Company’s certificate of incorporation and bylaws, certain corporate proceedings of the Company’s board of directors and stockholders relating to the Registration Statement, the Plan and the Company’s current certificate of incorporation and bylaws, and such other agreements, documents, certificates and statements of the Company, its transfer agent and public or governmental officials, as we have deemed advisable, and have examined such questions of law as we have considered necessary. We have assumed the authenticity of all documents submitted to us as originals, the genuineness of all signatures on documents submitted to us, the conformity to originals of all documents submitted to us as copies, and the absence of any undisclosed termination, waiver or amendment to any document reviewed by us. In giving our opinion, we have also relied upon a Certificate of Good Standing dated February 28, 2019 regarding the Company issued by the Delaware Secretary of State with respect to the Company and representations and certifications made to us by the Company, including without limitation representations in a Management Certificate addressed to us of even date herewith that the Company has available a sufficient number of authorized shares of Common Stock that are not currently outstanding or reserved for issuance under other outstanding securities or plans of the Company, to enable the Company to issue and deliver all of the Shares as of the date of this letter.

We render this opinion only with respect to, and we express no opinion herein concerning the application or effect of the laws of any jurisdiction other than, the existing Delaware General Corporation Law now in effect. We express no opinion with respect to the securities or “blue sky” laws of any state.

Based upon, and subject to, the foregoing, it is our opinion that when the 2,000,000 Shares of Common Stock that may be issued and sold by the Company upon the exercise or settlement of awards (including any stock option, restricted stock, stock bonus, stock appreciation right, restricted stock unit or award of performance shares) granted or to be granted under the Plan, have been issued and sold by the Company against the Company’s receipt of payment therefor (in an amount and type of consideration not less than the par value per Share) in accordance with the terms (including payment provisions) of the Plan and have been duly registered on the books of the transfer agent and registrar for the Shares in the name or on behalf of the holders thereof, such Shares will be validly issued, fully paid and non-assessable.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to us, if any, in the Registration Statement, the prospectus constituting a part thereof and any amendments thereto. We do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

This opinion is intended solely for use in connection with issuance and sale of the Shares subject to the Registration Statement and is not to be relied upon for any other purpose. In providing this letter, we are opining only as to the specific legal issues expressly set forth above, and no opinion shall be inferred as to any other matter or matters. This opinion is rendered on, and speaks only as of, the date of this letter first written above, and does not address any potential change in facts or law that may occur after the date of this opinion letter. We assume no obligation to advise you of any fact, circumstance, event or change in the law or the facts that may hereafter be brought to our attention, whether or not such occurrence would affect or modify any of the opinions expressed herein.

Very truly yours,

/s/ Fenwick & West LLP

FENWICK & WEST LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2014 Equity Incentive Plan of Castlight Health, Inc. of our report dated March 1, 2019, with respect to the consolidated financial statements of Castlight Health, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2018, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Francisco, California

March 1, 2019