

Filed by Castlight Health, Inc.  
Pursuant to Rule 425 under the Securities Act of 1933, as amended,  
and deemed filed pursuant to Rule 14a-12  
under the Securities Exchange Act of 1934, as amended  
Subject Company: Jiff, Inc.  
Registration Statement No: 333-215861

The following is an investor presentation given by Castlight Health, Inc. on March 7, 2017:

# Investor Overview

March 7, 2017



## Safe Harbor Statement



This presentation contains forward-looking statements regarding our trends, our strategies and the anticipated performance of our business, including our guidance for the full year of 2017. These statements are made as of today, and reflect management's current views and expectations, and are subject to various risks, uncertainties and assumptions. If this presentation is viewed after today, the information in the presentation may no longer be current or accurate. We disclaim any obligation to update or revise any forward-looking statements.

Please refer to the Company's fourth quarter and full year 2017 financial results press release dated February 15, 2017, and the risk factors included in the company's filings with the Securities and Exchange Commission for discussion of important factors that may cause actual events or results to differ materially from those contained in our forward-looking statements.

The guidance provided in this presentation was made on February 15, 2017. The Company does not update its guidance intra-quarter through investor presentations such as this.

This presentation also includes certain non-GAAP metrics, such as non-GAAP gross margin, operating expenses, and operating loss, that we believe aid in the understanding of our financial results. A reconciliation to comparable GAAP metrics, on a historical basis, can be found in the appendix section of this presentation.

## Legend

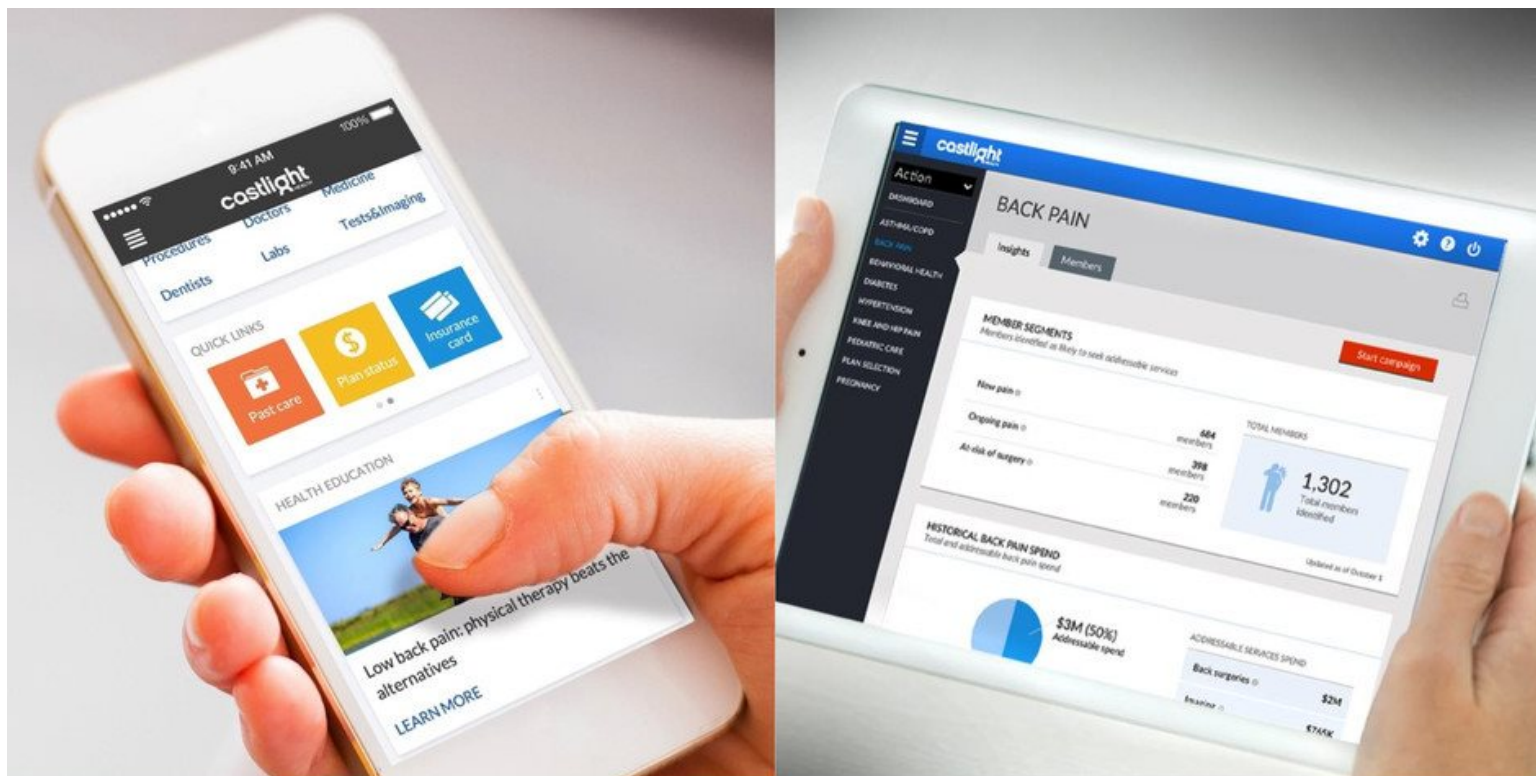


### IMPORTANT ADDITIONAL INFORMATION WILL BE FILED WITH THE SEC

In connection with the proposed transaction between Castlight and Jiff, Castlight has filed a registration statement on Form S-4 with the SEC (Registration Statement No. 333-215861), and this registration statement, as amended, was declared effective by the SEC on February 14, 2017. This registration statement contains a joint proxy statement/prospectus/information statement and relevant materials concerning the proposed transaction. Castlight and Jiff mailed the definitive joint proxy statement/prospectus/information statement to their respective stockholders on February 24, 2017. Additionally, Castlight intends to file with the SEC other relevant materials in connection with the proposed transaction. STOCKHOLDERS OF CASTLIGHT AND JIFF ARE URGED TO READ ALL RELEVANT DOCUMENTS FILED WITH THE SEC, INCLUDING THE DEFINITIVE JOINT PROXY STATEMENT/PROSPECTUS/INFORMATION STATEMENT, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION. Investors and security holders will be able to obtain the documents free of charge at the SEC's web site, <http://www.sec.gov>. Documents will also be available for free from Castlight at [www.castlighthealth.com](http://www.castlighthealth.com).

*This communication shall not constitute an offer to sell or the solicitation of an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities in connection with the proposed transaction shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.*

Castlight and its executive officers and directors may be deemed to be participants in the solicitation of proxies from Castlight's stockholders with respect of the matters relating to the proposed transaction. Jiff and its officers and directors may also be deemed a participant in such solicitation. Information regarding any interest that Castlight, Jiff or any of the executive officers or directors of Castlight or Jiff may have in the proposed transaction with Jiff is included in the joint proxy statement/prospectus/information statement that Castlight has filed with the SEC in connection with its stockholder vote on matters relating to the proposed transaction. Information about the directors and executive officers of Castlight, including their respective interest in security holding of Castlight, is set forth in the proxy statement for Castlight's 2016 Annual Meeting of Stockholders, which was filed with the SEC on April 29, 2016. Stockholders may obtain additional information regarding the interest of such participants by reading the definitive joint proxy statement/prospectus/information statement regarding the proposed transaction when it becomes available. These documents can be obtained free of charge from the sources indicated above.



**Castlight is a **health benefits platform** that engages employees to make better health decisions and enables benefit leaders to communicate and measure their programs**



**Health Benefits  
Today: low  
engagement & poor  
health decisions**

castlight  
HEALTH

73% of employees don't fully understand their health benefits

Program utilization is typically lower than 10%

Employees pay up to 10X more for the same service

Up to 20% of surgeries are unnecessary

5-6% increase in health spending each year for employers

## Why aren't employees engaged?



Explosion  
of vendors



Soaring consumer  
expectations

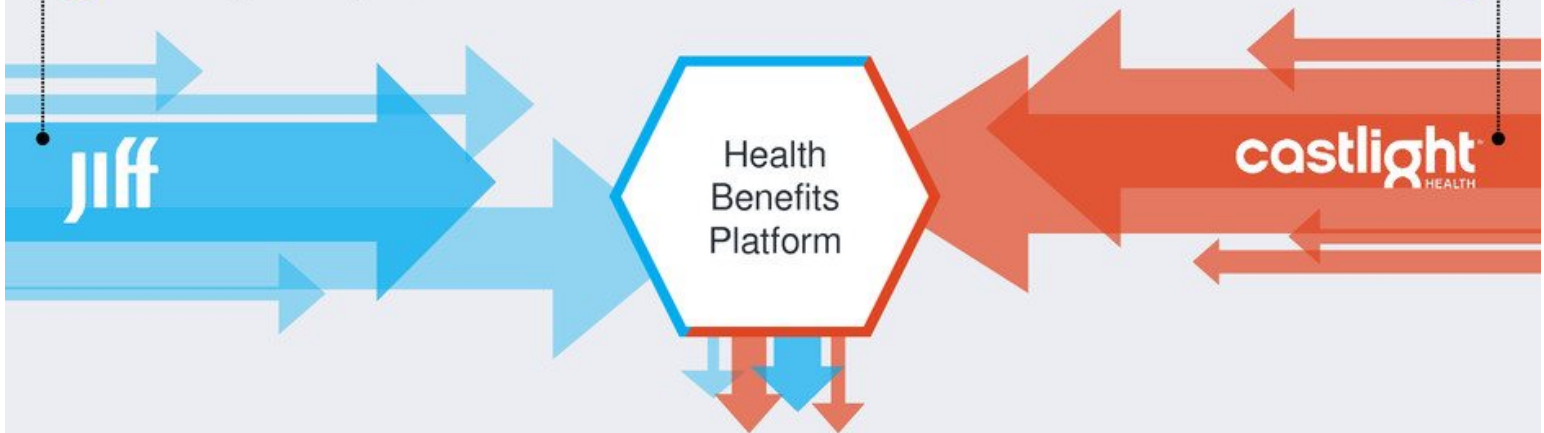


Convoluted  
healthcare system

## The Solution: One End-to-End Platform

- 1 All-in-one wellbeing
- 2 Deep partner integrations
- 3 Motivating user experience

- 1 Comprehensive decision support
- 2 Data-driven personalization
- 3 Multi-channel outreach



### For employees

Improve every aspect of their health experience: from staying healthy, to accessing care, to managing a condition

### For employers

More efficient than ever before to engage with employees, purchase and deploy a wide range of benefit technologies, and measure impact

# The Castlight Health Benefits Platform

One end-to-end platform



## Integrate

Simple, integrated way to help **UNDERSTAND & ACCESS** benefits

## Engage

Targeted, timely communications to **GUIDE** employees to better decisions

## Evaluate

Real-time **INSIGHT** into engagement with benefits and programs

# Integrate

Across medical, pharmacy, dental, behavioral health and third party programs

## Example Decision Areas

Getting the most out a benefits plan

Learning how to manage a chronic condition

Picking a doctor

Deciding where to get urgent care

Tracking finances (e.g. HSA spend, claims)



# Engage

Personalized employee experience based on their health journey



## Predict Health Risk

Claims, demographics, and employee activity data drive identification of employee health status and potential future health conditions



## Recommend Best Options

Individualized presentation of services and programs drives the employee to the right care and program at the right time



## Multi-Channel Outreach

Proactive connection with employees where they are, via the channels most applicable to them

# Evaluate

About the Campaign

Campaign Recommendation

Impact on Preventive Services



## Back Pain

Individuals with lower back pain (who aren't using PT or chiropractic care)

Start PT or chiropractic care

2.7x increase



## Diabetes

Individuals with or at risk for diabetes (who have not had a glucose test)

Take a glucose test

1.8x increase



## Adult Preventative Care

Adults who have not had a preventive service within one year

Complete a preventive service

1.7x increase

Note: Early results from claims-based analysis aggregated from customers that have been deployed on Castlight Action for over 6 months



## The Jiff Wellbeing Platform

Central hub for wellbeing that drives employee engagement

App store approach integrates with over 50+ solutions that sync seamlessly

Mobile-first technology with a world-class user experience

Model: PEPM-based subscription and service fees, contract terms typically three-years paid monthly, quarterly or annually



# Jiff's Motivating User Experience



## Personalized incentives

Rewards tied to specific micro-behaviors that meet users where they are.

## Game mechanics

Principles from online games and behavior science that make products stickier.

## Everyday engagement

Engage the user every day with opportunities to stay healthy or improve health.

## Mobile-first design

A consumer grade product that is always in your pocket, and easy to use.

# Jiff's Ecosystem & Deep Partner Integrations

Activity Tracking

Food Tracking

Sleep Tracking

Fitness Tracking

Biometrics

HRA

Health Coaching

Nutritional Coaching

Resilience

Smoking Cessation

Fertility / Pregnancy

Parenting

Cardiovascular  
Health

Financial Health



## Bi-directional flow of data



Incentivize specific  
targeted behavior deep  
within third party  
solutions



## Scalable Integration Framework



Collect 'digital exhaust'  
on users for  
personalization and  
reporting



## Reseller Contracts



Purchase a wide range  
of solutions directly thru  
Jiff

# Joint Value Proposition

Simplify navigation for all benefit resources, globally



# The Power of the Castlight-Jiff Combination



## Most Comprehensive Health Benefits Platform

- Addresses total employee population spanning wellbeing (Jiff) and decision support (CSLT)
- Strong differentiation across product breadth, data, personalization, and ecosystem partnerships
- Complementary strengths in channel partnerships

## Accelerated Growth Profile

- Expected 2017 pro forma non-GAAP revenue:
  - \$138-\$142 million for the combined business
  - Combined business growth of 27%-30% (vs. 21% for CSLT standalone)

## Increased Scale

- Combined business creates a clear path to larger scale, faster growth
- Cost efficiencies driven by highly complementary business models

# Financial Update



## Executed on key priorities in 2016

2016 execution provides a strong start to 2017



Set foundation for  
long-term growth



Ramped  
adoption of our  
platform offering



Drove the business  
towards cash flow  
breakeven

## Financial Highlights

STRONG GROWTH

HEALTHY MARGIN  
PROFILE

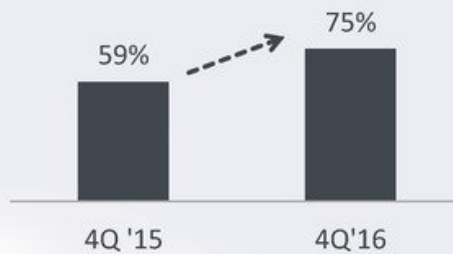
SCALING  
BUSINESS

\$102M IN 2016  
REVENUE

75% Q4 2016 GROSS  
MARGINS

90% REDUCTION IN  
Y/Y OPERATING  
LOSS IN 4Q 2016

35% Growth



# Strong Balance Sheet

On a stand-alone basis, Castlight expects to reach cash flow breakeven by mid-2017

Cash at End of Q4 2016	Q4 2016 Cash Used in Operations
\$114.6 M	(\$1.7 M)

CSLT/Jiff: CASH FLOW BREAKEVEN BY YEAR-END 2018

# Guidance

Castlight plans to provide GAAP revenue guidance for the combined company when it announces financial results for the first quarter of 2017



## Combined Pro Forma

- 2017 non-GAAP rev. range: **\$138M to \$142M\***
- Assumptions at the high-end of the range:
  - Castlight at \$123M
  - Jiff at \$19M
- 27%-30% year-over-year growth
- Expect to reach **cash flow breakeven by the end of 2018** with a cash balance of \$60M or greater

\* Assumes a full year of revenue contribution from Jiff and no impact from purchase accounting adjustments associated with purchase accounting for GAAP purposes.



## Standalone Pro Forma

- Standalone revenue of **\$123M** at the high-end
- Non-GAAP operating loss of approximately **\$9M to \$11M**
- Non-GAAP net loss per share of **\$0.08 to \$0.10** based on approximately 107M to 108M shares

## 2017 Key Priorities: Focus on Growth

### 2017 Initiatives



Drive faster adoption of our platform offering by new customers



Drive customer stickiness and long term success



Integrate Castlight and Jiff to unlock the strategic value of our combined company

# Investor Overview

March 2017



# Appendix

March 2017



## **Castlight's Business Model & Go-To-Market**



### **Business Model**

- Platform sold on a price per employee per month (PEPM) basis
- Typically three-year contracts
- Long-term gross margin target range of 70%-75%

### **Target Customers**

- Targets US self-insured employers
- Platform purchased by health benefits manager/HR
- 211 customers, including 60+ Fortune 500

### **Go-To-Market**

- Direct sales team/channel partner approach
- Strategic relationships with Anthem and SAP
- Expanding relationships with health benefits consultants

# Jiff Transaction Terms



## Consideration

Castlight to issue approximately 27M shares and options

## Earnout

- Issuance of up to 4M shares issuable upon achievement of specific growth objectives for the Jiff business in FY 2017
- 3M additional shares upon Jiff achieving \$25M in net new bookings
- 1M additional shares upon Jiff achieving \$25M in GAAP revenue

## Pro Forma Ownership

Castlight shareholders to own ~80% of Company and Jiff shareholders to own ~20% of the combined company on a fully-diluted basis

## Pro Forma Ownership

- John Doyle to become CEO of combined company
- Derek Newell to become President of combined company
- Giovanni Colella will continue in role of executive chairman
- Two members of current Jiff board will be appointed to Castlight board

## Closing Conditions

- Subject to satisfaction of customary closing conditions, including approval from Castlight's stockholders with respect to the issuance of Castlight shares in the transaction
- Expected to close at the end of 1Q 2017

# Gross Profit: Reconciliation of GAAP to Non-GAAP

	Three Months Ended				
	December 31, 2015	March 31, 2016	June 30, 2016	September 30, 2016	December 31, 2016
<b>Gross profit:</b>					
GAAP gross profit subscription	\$ 16,048	\$ 16,901	\$ 17,861	\$ 19,879	\$ 23,912
Stock-based compensation	87	108	120	139	139
Amortization of internal-use software	124	244	244	244	244
Reduction in workforce	-	-	5	-	-
Non-GAAP gross profit subscription	\$ 16,259	\$ 17,253	\$ 18,230	\$ 20,262	\$ 24,295
GAAP gross margin subscription	80.5%	80.3%	81.4%	83.3%	84.9%
Non-GAAP gross margin subscription	81.6%	81.9%	83.0%	84.9%	86.3%
 GAAP gross loss professional services	 \$ (4,388)	 \$ (3,433)	 \$ (3,220)	 \$ (2,344)	 \$ (2,417)
Stock-based compensation	653	477	535	456	493
Capitalization of internal-use software	(30)	-	-	-	-
Reduction in workforce	-	-	99	4	-
Non-GAAP gross loss professional services	\$ (3,765)	\$ (2,956)	\$ (2,586)	\$ (1,884)	\$ (1,924)
GAAP gross margin professional services	(318)%	(204)%	(198)%	(143)%	(139)%
Non-GAAP gross margin professional services	(272)%	(176)%	(159)%	(115)%	(111)%
 GAAP gross profit	 \$ 11,660	 \$ 13,468	 \$ 14,641	 \$ 17,535	 \$ 21,495
Impact of non-GAAP adjustments	834	829	1,003	843	876
Non-GAAP gross profit	\$ 12,494	\$ 14,297	\$ 15,644	\$ 18,378	\$ 22,371
GAAP gross margin	54.7%	59.3%	62.1%	68.8%	71.9%
Non-GAAP gross margin	58.6%	62.9%	66.3%	72.1%	74.8%

# Operating Expense: Reconciliation of GAAP to Non-GAAP

	Three Months Ended				
	December 31, 2015	March 31, 2016	June 30, 2016	September 30, 2016	December 31, 2016
<b>Operating expense:</b>					
GAAP sales and marketing	\$ 16,579	\$ 16,282	\$ 15,452	\$ 13,143	\$ 13,923
Stock-based compensation	(1,822)	(2,235)	(2,219)	(2,190)	(2,199)
Reduction in workforce	-	-	(374)	(48)	-
Non-GAAP sales and marketing	\$ 14,757	\$ 14,047	\$ 12,859	\$ 10,905	\$ 11,724
GAAP research and development	\$ 8,224	\$ 10,085	\$ 9,961	\$ 10,573	\$ 9,841
Stock-based compensation	(1,154)	(1,405)	(1,264)	(1,631)	(1,659)
Capitalization of internal-use software	620	-	-	-	-
Reduction in workforce	-	-	(118)	(18)	-
Non-GAAP research and development	\$ 7,690	\$ 8,680	\$ 8,579	\$ 8,924	\$ 8,182
GAAP general and administrative	\$ 5,983	\$ 8,545	\$ 6,019	\$ 5,338	\$ 6,957
Stock-based compensation	(1,069)	(1,269)	(971)	(1,236)	(1,267)
Litigation settlement	-	(2,735)	(141)	-	-
Reduction in workforce	-	-	(80)	(10)	-
Acquisition expenses	-	-	-	-	(1,731)
Non-GAAP general and administrative	\$ 4,914	\$ 4,541	\$ 4,827	\$ 4,092	\$ 3,959
GAAP operating expense	\$ 30,786	\$ 34,912	\$ 31,432	\$ 29,054	\$ 30,721
Impact of non-GAAP adjustments	(3,425)	(7,644)	(5,167)	(5,133)	(6,856)
Non-GAAP operating expense	\$ 27,361	\$ 27,268	\$ 26,265	\$ 23,921	\$ 23,865
Operating loss:					
GAAP operating loss	\$ (19,126)	\$ (21,444)	\$ (16,791)	\$ (11,519)	\$ (9,226)
Impact of non-GAAP adjustments	4,259	8,473	6,170	5,976	7,732
Non-GAAP operating loss	\$ (14,867)	\$ (12,971)	\$ (10,621)	\$ (5,543)	\$ (1,494)

