

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

Current Report Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

February 28, 2017

Date of Report (Date of earliest event reported)

CASTLIGHT HEALTH, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-36330
(Commission File Number)

26-1989091
(I.R.S. Employer
Identification Number)

150 Spear Street, Suite 400
San Francisco, CA 94105
(Address of principal executive offices)

(415) 829-1400
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b)

On February 28, 2017, Castlight Health, Inc. (“*Castlight*”) announced that in connection with the Castlight's proposed acquisition of Jiff, Inc. (“*Jiff*”), Castlight will implement certain organizational changes that affect the duties and responsibilities of its named executive officer and Chief Revenue Officer, John McCracken. Effective as of the closing of the proposed acquisition, Mr. McCracken will cease being an executive officer of Castlight but will remain an employee of Castlight. Mr. McCracken will continue to hold the title of Chief Revenue Officer, and will focus his time on Castlight's Anthem and SAP relationships. Mr. McCracken will depart Castlight to pursue other opportunities by the end of the year, on a date not yet determined. Mr. McCracken's other duties and responsibilities as Chief Revenue Officer will be assumed by other members of Castlight's management team. At this time, the board of directors of Castlight has not approved any changes to Mr. McCracken's compensation as a result of this transition.

Item 7.01 Regulation FD Disclosure

On February 28, 2017, Castlight and Jiff each sent correspondence by e-mail transmission to employees of Castlight and Jiff announcing organizational changes in connection with the proposed acquisition of Jiff. Copies of the email correspondence sent by John Doyle, President and Chief Operating Officer of Castlight, to employees of Castlight and Jiff is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference. Copies of the email correspondence sent by Derek Newell, Chief Executive Officer of Jiff, to employees of Castlight and Jiff is furnished as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated herein by reference.

The information contained in this Item 7.01 and Exhibits 99.1 and 99.2 to this Current Report on Form 8-K shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section, and shall not be incorporated by reference into any filings made by Castlight under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except as may be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit	Description
99.1	Email communication from John Doyle of Castlight Health, Inc. to the employees of Castlight Health, Inc. and Jiff, Inc., dated February 28, 2017.
99.2	Email communication from Derek Newell of Jiff, Inc. to employees of Castlight Health, Inc. and Jiff, Inc., dated February 28, 2017.

Forward Looking Statements

This document contains forward-looking statements that are not purely historical regarding Castlight's or its management's intentions, beliefs, plans, expectations and strategies for the future, including those relating to the closing and the expected closing date of the proposed transaction, the anticipated benefits of the proposed

acquisition, anticipated future combined operations, products and services of Castlight and Jiff, and the impact on Castlight's business relating to the completion of the Jiff acquisition. Because such statements deal with future events, they are subject to various risks and uncertainties, and actual results could differ materially from Castlight's current expectations. Factors that could cause actual results to differ materially include risks and uncertainties such as those relating to the ability of the parties to complete the proposed transaction, obtaining Castlight and Jiff stockholder approval and any required regulatory clearances, and customer and partner reception to the proposed transaction. Readers should also refer to the section entitled "Risk Factors" in Castlight's most recent reports on Form 10-K and Form 10-Q and other documents of Castlight on file with the Securities and Exchange Commission ("SEC").

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.

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.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 28, 2017

Castlight Health Inc.

By /s/ Siobhan Nolan Mangini

Siobhan Nolan Mangini

Chief Financial Officer

February Org Changes Email

John D email to Jiff & Castlight

Team—

We're making excellent progress on our **Road to One**. We have an incredible opportunity to take a big step forward together on our mission to make health care work better for our customers and users. The first step is integrating Jiff and Castlight successfully, so it is great to be off to such a strong start. When we began this process, we all agreed that we would engage each other openly and put our new company's interests first—and that is exactly what is happening. The leaders and teams working on the integration have been doing an outstanding job.

One of the first major deliverables in the integration is to establish the senior leadership team for the combined business. Derek and I have worked closely together with the leadership teams from Jiff and Castlight to complete this part of the integration. Our goal was to make all senior leadership decisions prior to closing and that is what we have done. It is important that our team is in place and empowered to move forward crisply on critical decisions and initiatives following the close.

From the very beginning, we've approached this transaction as a *merger* of two amazing companies. In keeping with this intention, the senior leadership team for the combined business will include leaders from both Jiff and Castlight.

Role changes

Derek Newell. In addition to becoming president of the new Castlight, Derek will also join board of directors. Derek's responsibilities as president include research and development, sales and marketing, and our customer facing teams, as previously shared.

Jennifer Chalomentiarana. Jennifer's position as general counsel is being expanded to include leadership of all compliance-related responsibilities as well as IT. As a result, **Jeremy Bauer**, CIO & CSO, and his team will report into Jennifer following the close. Consolidating these teams takes advantage of the connections between the security compliance and legal functions, but more importantly, helps us better serve our customers, end users, and our own employees in these areas.

Kristin Torres Mowat. Kristin has agreed to take on a critical new role as SVP, Corporate Development. In this role, Kristin will work closely with the senior leadership team on company strategy, ongoing integration initiatives, and strategic partnerships while continuing to lead key health plan relationships.

Siobhan Nolan Mangini (CFO), and **Vicki Ryan** (CHRO) will continue to report to me in their current roles, now with responsibilities that span the combined company.

Transitions

I am personally grateful to all of the leaders at Jiff and Castlight for exemplifying what we mean by putting the new business first in all of our integration decisions. It is unusual to have more great leaders than roles, but that is the context Derek and I have been navigating with our teams. As we planned out the new organization and spoke to every leader in both companies, I think we assembled the right team to carry us forward. In doing so, there were many tough decisions to make and we agreed with several of our colleagues on transition plans.

John McCracken . John has made many important contributions to our business first as our sales leader and then as chief revenue officer. John will continue to report to me with 100% of his time dedicated to operationalizing the Anthem partnership and advising our team responsible for completing the SAP partnership. At some point later this year, John's work on these critical projects will be completed and he will transition out of the company. In the meantime, there is a lot of important work to be done and John is totally committed to our success with both partners.

Chad Williams. Chad has led Castlight's professional services teams since 2014, helping us scale implementations and improve our customer success processes. He has done a terrific job managing through a lot of change and we are pleased that he has agreed to stay with us through June 30, 2017 as we consolidate customer teams across Castlight and Jiff. Chad will spend the next few months partnering with **Johnathan Hodge** , who will lead customer experience for the combined business.

Joe Taborek. Joe came to Castlight in 2015 as an AVP on John McCracken's sales leadership team. After great success with the sales team in the north region, Joe stepped up to run all of sales for Castlight when John became chief revenue officer. It has been a pleasure to watch Joe take on a big role and do a terrific job positioning us to carry on with a tenured team. Following the close, Joe will work with **Mike Leonard** and Derek through September 30, 2017 as we consolidate sales organizations. Driving faster growth is the top priority for the new Castlight, so I am very grateful to Joe for his commitment to ensuring a smooth transition.

Jonathan Rende . Jonathan has been instrumental in establishing an excellent leadership culture and operational discipline across research and development during his time at Castlight. He will leave us on April 30 to take some time off with his family. Until then, Jonathan will assist Derek, Maeve, and Neeraj with the integrations of the R&D teams on our Road to One.

What about all of you?

I understand that many of you may be asking, "what about me?" I get it, and addressing that question is a top priority. Derek and I are holding the company leaders accountable for finalizing their teams and communicating to all of you as soon as possible. Rest assured, they're all excited to get moving as a combined company and make sure you're as motivated as they are to ramp up on our Road to One.

More info

- Stay tuned for Derek Newell's email announcing his leadership team.
- Attend the upcoming all-hands to talk about these changes and our priorities for the business in 2017.

I'm very pleased to have met this key milestone in the integration on time so we can kick this journey into high gear on Day One.

Best,

John

ROAD TO ONE LEADERSHIP TEAM



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February Org Changes Emails

Derek email to Jiff & Castlight

Team—

As John Doyle just mentioned, I'm excited to announce my move-forward leadership team. All of these are proven leaders who have the experience and knowledge needed to build upon the current foundation and drive us to our next level of success. John and I are very confident in the entire leadership team and are thrilled to embark on the next phase of our **Road to One** .

- **Neeraj Gupta** will lead engineering for the combined company. Neeraj has proven himself to be an outstanding engineering leader. He has made huge strides in driving improvements to Castlight's product and throughout its engineering processes. We look forward to him doing the same with the combined engineering team.
 - **Alicia Barco** will report into Neeraj and continue her excellent work on data management.
 - **Mike Leonard** will run sales and marketing for the combined company. He has been with Jiff for over 2 years and is a well-regarded and highly successful leader. The following leaders will continue in their roles and report into Mike:
 - **Holly DeLisi** will lead the SC group.
 - **Seth Cohen** will continue his focus on alliances and strategic accounts.
 - **Tracy Olson** will lead the sales operations team.
 - **Maeve O'Meara** will lead products for the combined company. Maeve defined and executed on the strategy to build Action, and this past year led the company's effort to increase engagement. She has been instrumental in creating the Anthem Engage opportunity and her deep expertise will help us move the needle for all our products as we demand even more out of the joint platform to exceed customer needs and meet our goal of delivering the most comprehensive health benefits platform available on the market.
 - **Ruta Srinivasaraju** will continue to lead product design with a direct line to Maeve and collaborate closely with Himgan Wibisono to ensure alignment between products and corporate/marketing design.
 - **Johnathan Hodge** will lead customer experience for the combined company. He has been with Jiff for 2 years running the products and engineering teams. His deep knowledge of Jiff products, excellent management skills, and proven customer insight will benefit us in both the short- and long-term.
 - **Tom McGurran** will be VP of Customer Success and will report to Hodge. Tom has been a very successful sales leader at Castlight and has agreed to focus his efforts on the high volume of renewals occurring in the next 24 months. Tom will continue to lead his regional sales team until we can
-

transition them.

- **Pierce Graham-Jones** will run marketing, business development (partner ecosystem), and parts of sales enablement for the combined company. Pierce has been with Jiff for nearly 4 years and has been instrumental in its marketing and sales success. Pierce will have a dual reporting relationship to Mike Leonard and me. Corporate, customer, field, and alliance marketing will report to Pierce. We will be evaluating opportunities to increase collaboration between product marketing and these functions.
- **Himgan Wibisono** will lead corporate and marketing design for the combined company. Himgan has been the architect of Jiff's market-leading user experience. Ruta will dotted line to Himgan.
- **Gill Potter** will report to me and continue to concentrate on strategic analytics. He is an expert in this area and has driven superior data intelligence throughout Castlight's products.

Fond farewells

I am also personally grateful to all of the leaders at Jiff and Castlight for exemplifying what we mean by putting the new business first in all of our integration decisions. The hardest part about these types of mergers is that there are sometimes just not enough jobs in certain areas for all the talented people at the company. These decisions were very difficult. While John announced departures of some great people, I need to also say goodbye to a couple more.

- **Rachel Sherman.** Rachel has been instrumental in Jiff's growth and success. She led Jiff's customer team from the very first customer through the recent merger and has been a huge part of the Jiff team and our collective success. I am deeply grateful for all Rachel has done for Jiff. As many of you know, Rachel has strong family ties in Boston and will be returning to Boston to be closer to her family.
- **John Kemmerer.** John joined us when we had one junior accountant that was also our office manager, HR person, and administrative assistant. I do not think he had any idea what he got himself into! John helped us get this transaction across the finish line and I am grateful for the work he has done for Jiff.

I'm raring to go and deliver for our customers and drive our top-line growth. I am also incredibly excited and optimistic for our combined future. I know there are a lot of changes happening right now, and I ask you to please remain optimistic and patient as we work through the next level of decision. We will be thoughtful as well as quick and decisive in our approach. You will all know all about your individual roles soon and will hopefully be just as bullish as John and I are about driving down our Road to One.

Derek

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