

CASTLIGHT HEALTH, INC.

Form 3

May 27, 2016

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIESFiled pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

Â SAP SE

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

05/17/2016

3. Issuer Name and Ticker or Trading Symbol
CASTLIGHT HEALTH, INC. [CSLT]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☒ 10% Owner
☐ Officer ☐ Other
 (give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting Person

DIETMAR-HOPP-ALLEE 16

(Street)

WALLDORF,Â 2MÂ 69190

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities Beneficially Owned
(Instr. 4)3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Class B Common Stock

4,762,658

D

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and Expiration Date
(Month/Day/Year)

Date Exercisable

Expiration Date

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title

Amount or Number of

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)
or Indirect6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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			Shares		(I) (Instr. 5)	
Warrant	Â (1)	Â (2)	Class B Common Stock	1,905,063	\$ 4.91	D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SAP SE DIETMAR-HOPP-ALLEE 16 WALLDORF,Â 2MÂ 69190	Â	Â X	Â	Â

Signatures

/s/ Michael Kleinemeier, Authorized Signatory, on behalf of SAP SE	05/27/2016
__Signature of Reporting Person	Date
/s/ Jochen Scholten, Authorized Signatory, on behalf of SAP SE	05/27/2016
__Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
 - (1) The Warrant becomes exercisable on the date that Castlight Health, Inc. and SAP Technologies, Inc. (or one of its affiliates) enter into (i) an agreement pursuant to which the Issuer will participate in SAP SE's "Connected Health Platform" (the "Platform Agreement") and (ii) an agreement pursuant to which SAP Technologies (or one of its affiliates) will distribute or co-market the Issuer's solutions (the "Distribution Agreement").
 - (2) The Warrant will expire four years from the date Castlight Health, Inc. and SAP Technologies, Inc. (or one of its affiliates) enter into the Platform Agreement and the Distribution Agreement.

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Remarks:

TheÂ sharesÂ andÂ warrantÂ discussedÂ aboveÂ wereÂ acquiredÂ byÂ SAPÂ Technologies,Â Inc.,Â whichÂ isÂ alsoÂ th

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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