

CASTLIGHT HEALTH, INC.  
Form SC 13G/A  
February 16, 2016

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 01)\*

Castlight Health, Inc.

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(Name of Issuer)

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

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(Title of Class of Securities)

14862Q100

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(CUSIP Number)

December 31, 2015

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\* 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 the disclosures provided in a prior cover page.

The information required in 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 ("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).

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CUSIP No. 14862Q100

**1** NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
Colella Giovanni M.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

**2**  
(a)   
(b)

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION  
USA

**5** SOLE VOTING POWER  
551,642 (1)(2)

NUMBER OF  
SHARES  
BENEFICIALLY **6**  
OWNED BY  
EACH

SHARED VOTING POWER  
5,263,690 (1)(3)

REPORTING  
PERSON WITH: **7**

SOLE DISPOSITIVE POWER  
551,642 (1)(2)

**8** SHARED DISPOSITIVE POWER  
5,263,690 (1)(3)

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
5,815,332 (1)(2)(3)

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

12.40 (4)%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

IN

FOOTNOTES

(1) Each share of Class A Common Stock is convertible at any time at the election of the holder into one share of Class B Common Stock.

(2) Includes 389,394 shares of Class A Common Stock held by The Giovanni Matteo Colella Grantor Retained Annuity Trust – I and 162,248 shares of Class A Common Stock held by The Giovanni Matteo Colella Grantor Retained Annuity Trust - II, of which the Reporting Person may be deemed to have voting or dispositive power.

(3) Includes 5,001,565 shares of Class A Common Stock held by The Giovanni & Vanessa Colella Revocable Trust Dated 11/26/05. Also includes 46,500 shares of Class A Common Stock subject to options and 215,625 shares of Class B Common Stock subject to options held by the Reporting Person that are exercisable within 60 days of December 31, 2015.

(4) The percentage reported in row 11 is calculated in accordance with Rule 13d-3 based on the aggregate number of shares of Class A Common Stock beneficially owned by the Reporting Person assuming conversion of such stock into Class B Common Stock (and excluding the conversion of shares of Class A Common Stock held by other persons) and an aggregate of 41,092,119 shares of Class B common stock outstanding as of December 31, 2015, as reported by the Issuer to the Reporting Person, plus the number of shares of stock options held by the Reporting Person, which are treated as converted into common stock only for the purpose of computing the percentage ownership of the Reporting Person.

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CUSIP No. 14862Q100

**1** NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
Vanessa S. Colella

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

**2**  
(a)   
(b)

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION  
USA

**5** SOLE VOTING POWER  
551,642 (1)(2)

NUMBER OF  
SHARES  
BENEFICIALLY **6**  
OWNED BY  
EACH

SHARED VOTING POWER  
5,263,690 (1)(3)

REPORTING  
PERSON WITH: **7**

SOLE DISPOSITIVE POWER  
551,642 (1)(2)

**8** SHARED DISPOSITIVE POWER  
5,263,690 (1)(3)

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
5,815,332 (1)(2)(3)

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

12.40 (4)%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

IN

FOOTNOTES

(1) Each share of Class A Common Stock is convertible at any time at the election of the holder into one share of Class B Common Stock.

(2) Includes 389,394 shares of Class A Common Stock held by The Vanessa Stevens Colella Grantor Retained Annuity Trust - I, and 162,248 shares of Class A Common Stock held by The Vanessa Stevens Colella Grantor Retained Annuity Trust - II, of which the Reporting Person may be deemed to have voting or dispositive power.

(3) Includes 5,001,565 shares of Class A Common Stock held by The Giovanni & Vanessa Colella Revocable Trust Dated 11/26/05. Also includes 46,500 shares of Class A Common Stock subject to options and 215,625 shares of Class B Common Stock subject to options held by the Reporting Person's spouse that are exercisable within 60 days of December 31, 2015.

(4) The percentage reported in row 11 is calculated in accordance with Rule 13d-3 based on the aggregate number of shares of Class A Common Stock beneficially owned by the Reporting Person assuming conversion of such stock into Class B Common Stock (and excluding the conversion of shares of Class A Common Stock held by other persons) and an aggregate of 41,092,119 shares of Class B common stock outstanding as of December 31, 2015, as reported by the Issuer to the Reporting Person, plus the number of shares of stock options held by the Reporting Person's spouse, which are treated as converted into common stock only for the purpose of computing the percentage ownership of the Reporting Person.

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CUSIP No. 14862Q100

**1** NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
Giovanni & Vanessa Colella Revocable Trust Dtd 11/26/05

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

**2**  
(a)   
(b)

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION  
California

**5** SOLE VOTING POWER  
5,001,565 (1)(2)

NUMBER OF  
SHARES  
BENEFICIALLY **6**  
OWNED BY  
EACH

SHARED VOTING POWER  
0

REPORTING  
PERSON WITH: **7**

SOLE DISPOSITIVE POWER  
5,001,565 (1)(2)

**8** SHARED DISPOSITIVE POWER  
0

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
5,001,565 (1)(2)

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

10.85 (3)%

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

FOOTNOTES

(1) Each share of Class A Common Stock is convertible at any time at the election of the holder into one share of Class B Common Stock.

(2) Includes 5,001,565 shares of Class A Common Stock held by The Giovanni & Vanessa Colella Revocable Trust Dated 11/26/05, of which the Reporting Person may be deemed to have voting or dispositive power.

(3) The percentage reported in row 11 is calculated in accordance with Rule 13d-3 based on the aggregate number of shares of Class A Common Stock beneficially owned by the Reporting Person assuming conversion of such stock into Class B Common Stock (and excluding the conversion of shares of Class A Common Stock held by other persons) and an aggregate of 41,092,119 shares of Class B common stock outstanding as of December 31, 2015, as reported by the Issuer to the Reporting Person.

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Item 1.

- (a) Name of Issuer  
Castlight Health, Inc.
- (b) Address of Issuer's Principal Executive Offices  
Two Rincon Center  
121 Spear Street, Suite 300  
San Francisco, CA 94105

Item 2.

- (a) Name of Person Filing
- (1) Colella Giovanni M.
- (2) Vanessa S. Colella
- (3) Giovanni & Vanessa Colella Revocable Trust Dtd 11/26/05
- (b) Address of Principal Business Office or, if none, Residence
- (1) Colella Giovanni M.  
c/o Castlight Health, Inc.  
Two Rincon Center  
121 Spear Street, Suite 300  
San Francisco, CA 94105
- (2) Vanessa S. Colella  
c/o Castlight Health, Inc.  
Two Rincon Center  
121 Spear Street, Suite 300  
San Francisco, CA 94105
- (3) Giovanni & Vanessa Colella Revocable Trust Dtd 11/26/05  
c/o Castlight Health, Inc.  
Two Rincon Center  
121 Spear Street, Suite 300  
San Francisco, CA 94105
- (c) Citizenship
- (1) Colella Giovanni M.: USA
- (2) Vanessa S. Colella: USA
- (3) Giovanni & Vanessa Colella Revocable Trust Dtd 11/26/05: California
- (d) Title of Class of Securities  
Class B Common Stock, par value \$0.0001 per share
- (e) CUSIP Number  
14862Q100

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is  
a:

Edgar Filing: CASTLIGHT HEALTH, INC. - Form SC 13G/A

- (a) o Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
  - (b) o Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
  - (c) o Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
  - (d) o Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
  - (e) o An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
  - (f) o An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
  - (g) o A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
  - (h) o A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
  - (i) o A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
  - (j) o A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J).
  - (k) o A group, in accordance with § 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: Not applicable.
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Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a)	Amount beneficially owned:
(1)	Colella Giovanni M.: 5,815,332
(2)	Vanessa S. Colella: 5,815,332
(3)	Giovanni & Vanessa Colella Revocable Trust Dtd 11/26/05: 5,001,565
(b)	Percent of class:
(1)	Colella Giovanni M.: 12.40%
(2)	Vanessa S. Colella: 12.40%
(3)	Giovanni & Vanessa Colella Revocable Trust Dtd 11/26/05: 10.85%
(c)	Number of shares as to which the person has:
(i)	Sole power to vote or to direct the vote:
(1)	Colella Giovanni M.: 551,642
(2)	Vanessa S. Colella: 551,642
(3)	Giovanni & Vanessa Colella Revocable Trust Dtd 11/26/05: 5,001,565
(ii)	Shared power to vote or to direct the vote:
(1)	Colella Giovanni M.: 5,263,690
(2)	Vanessa S. Colella: 5,263,690
(3)	Giovanni & Vanessa Colella Revocable Trust Dtd 11/26/05: 0
(iii)	Sole power to dispose or to direct the disposition of:
(1)	Colella Giovanni M.: 551,642
(2)	Vanessa S. Colella: 551,642
(3)	Giovanni & Vanessa Colella Revocable Trust Dtd 11/26/05: 5,001,565
(iv)	Shared power to dispose or to direct the disposition of:
(1)	Colella Giovanni M.: 5,263,690
(2)	Vanessa S. Colella: 5,263,690
(3)	Giovanni & Vanessa Colella Revocable Trust Dtd 11/26/05: 0

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following o .

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7.

Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By  
the Parent Holding Company

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

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Item Certification  
10.

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 16, 2016

By: /s/ Giovanni Colella  
Name: Giovanni Colella

Date: February 16, 2016

By: /s/ Vanessa S. Colella  
Name: Vanessa S. Colella

**Giovanni & Vanessa Colella Revocable Trust DTD  
11/26/05**

Date: February 16, 2016

By: /s/ Giovanni Colella  
Name: Giovanni Colella  
Title: Co-Trustee

Footnotes: For further information on Item 4, see footnotes corresponding to each Reporting Person's ownership amounts on the cover page for each Reporting Person.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

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Directors:

Mario J. Gabelli

Chief Executive Officer of GGCP, Inc., and Chairman & Chief Executive Officer of GAMCO Investors, Inc.;  
Director/Trustee of all registered investment companies advised by Gabelli Funds, LLC.

Marc J. Gabelli

Chairman of The LGL Group, Inc.  
2525 Shader Road  
Orlando, FL 32804

Matthew R. Gabelli

Vice President – Trading  
G.research, Inc.  
One Corporate Center  
Rye, NY 10580

Charles C. Baum

Secretary & Treasurer  
United Holdings Co., Inc.  
2545 Wilkens Avenue  
Baltimore, MD 21223

Fredric V. Salerno

Chairman; Former Vice Chairman and Chief Financial Officer  
Verizon Communications

Officers:

Mario J. Gabelli  
Chief Executive Officer and Chief Investment Officer

Marc J. Gabelli

President

Silvio A. Berni

Vice President, Assistant Secretary and Controller

GGCP Holdings LLC

Members:

GGCP, Inc.

Mario J. Gabelli

Manager and Member

Member

GAMCO Investors, Inc.  
Directors:

Edwin L. Artzt

Raymond C. Avansino

Richard L. Bready

Former Chairman and Chief Executive Officer  
Procter & Gamble Company  
900 Adams Crossing  
Cincinnati, OH 45202

Chairman & Chief Executive Officer  
E.L. Wiegand Foundation  
165 West Liberty Street  
Reno, NV 89501

Former Chairman and Chief Executive Officer  
Nortek, Inc.  
50 Kennedy Plaza  
Providence, RI 02903

Mario J. Gabelli

Elisa M. Wilson  
See above

Director  
c/o GAMCO Investors, Inc.  
One Corporate Center  
Rye, NY 10580

Eugene R. McGrath

Former Chairman and Chief Executive Officer  
Consolidated Edison, Inc.  
4 Irving Place  
New York, NY 10003

Robert S. Prather

Former President & Chief Operating Officer  
Gray Television, Inc.  
4370 Peachtree Road, NE  
Atlanta, GA 30319  
Officers:

Mario J. Gabelli

Chairman and Chief Executive Officer

Douglas R. Jamieson

Henry G. Van der Eb

Bruce N. Alpert

Agnes Mullady

Robert S. Zuccaro

Kevin Handwerker

President and Chief Operating Officer

Senior Vice President

Senior Vice President

Senior Vice President

Executive Vice President and Chief Financial Officer

Executive Vice President, General Counsel and Secretary

GAMCO Asset Management Inc.  
Directors:



Douglas R. Jamieson  
Regina M. Pitaro  
William S. Selby

Officers:

Mario J. Gabelli  
Chief Executive Officer and Chief Investment Officer – Value Portfolios

Douglas R. Jamieson

Robert S. Zuccaro

David Goldman

President, Chief Operating Officer and Managing Director

Chief Financial Officer

General Counsel, Secretary & Chief Compliance Officer

Gabelli Funds, LLC

Officers:

Mario J. Gabelli

Chief Investment Officer – Value Portfolios

Bruce N. Alpert

Executive Vice President and Chief Operating Officer

Agnes Mullady

President and Chief Operating Officer – Open End Fund Division

Robert S. Zuccaro

Chief Financial Officer

David Goldman

General Counsel

Teton Advisors, Inc.

Directors:

Howard F. Ward

Nicholas F. Galluccio

Vincent J. Amabile

John Tesoro

Chairman of the Board

Chief Executive Officer and President

Officers:

Howard F. Ward

Nicholas F. Galluccio

Robert S. Zuccaro

David Goldman

Tiffany Hayden

See above

See above

Chief Financial Officer

General Counsel

Secretary

Gabelli Securities, Inc.

Directors:

Robert W. Blake

President of W. R. Blake & Sons, Inc.

196-20 Northern Boulevard

Flushing, NY 11358

Douglas G. DeVivo

DeVivo Asset Management Company LLC

P.O. Box 2048  
Menlo Park, CA 94027

Douglas R. Jamieson

President

Daniel R. Lee  
Managing Partner of Creative Casinos, LLC  
10801 W. Charleston Blvd., Suite 420  
Las Vegas, NV 89135  
William C. Mattison, Jr.

Officers:

Douglas R. Jamieson	See above
Robert S. Zuccaro	Chief Financial Officer
Diane M. LaPointe	Controller
David M. Goldman	General Counsel and Secretary
Joel Torrance	Chief Compliance Officer

G.research, Inc.  
Directors:

Irene Smolicz	Senior Trader – G.research, Inc.
Daniel M. Miller	Chairman

Officers:

Daniel M. Miller	See above
Cornelius V. McGinity	President
Bruce N. Alpert	Vice President
Diane M. LaPointe	Controller and Financial & Operations Principal
Douglas R. Jamieson	Secretary
David M. Goldman	Assistant Secretary
Josephine D. LaFauci	Chief Compliance Officer

Gabelli Foundation, Inc.

Officers:

Mario J. Gabelli	Chairman, Trustee & Chief Investment Officer
------------------	--

Elisa M. Wilson      President

Marc J. Gabelli      Trustee

Matthew R. Gabelli      Trustee

Michael Gabelli      Trustee

MJG-IV Limited Partnership

Officers:

    Mario J. Gabelli      General Partner

SCHEDULE II  
INFORMATION WITH RESPECT TO  
TRANSACTIONS EFFECTED DURING THE PAST SIXTY DAYS OR  
SINCE THE MOST RECENT FILING ON SCHEDULE 13D (1)

DATE	SHARES PURCHASED SOLD(-)	AVERAGE PRICE(2)
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