CASTLIGHT HEALTH, INC.

Form 425 March 07, 2017

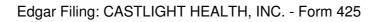
Filed by Castlight Health, Inc.

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



² 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, R017. 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.



³ 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, R017. 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 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. 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.



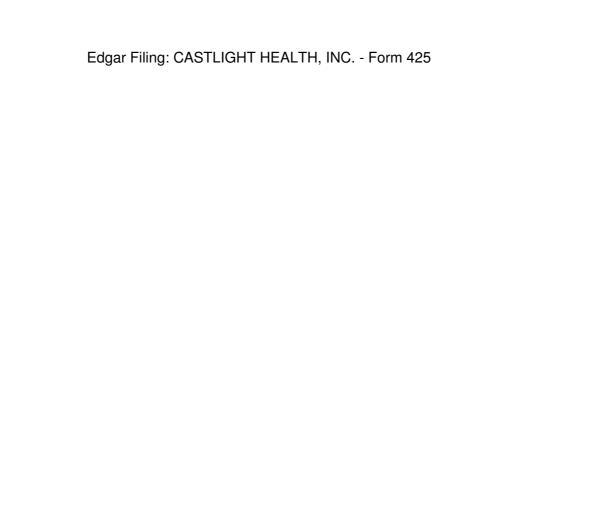




6 Why aren't employees engaged? Explosion of vendors Soaring consumer expectations Convoluted healthcare system



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The Castlight Health Benefits Platform Integrate Engage Evaluate Targeted, timely communications to GUIDE employees to better decisions
Simple, integrated way to help UNDERSTAND & ACCESS benefits Real-time INSIGHT into engagement with benefits and programs One
end-to-end platform



⁹ Integrate Across medical, pharmacy, dental, behavioral health and third party programs Picking a doctor Deciding where to get urgent care Getting the most out a benefits plan Learning how to manage a chronic condition Example Decision Areas Cost Personalized cost estimates for the employee based on their specific plan design, network, and amount spent to date Education Content Consumer-oriented content, written by expert clinicians, that supports procedures, conditions, vaccines, labs, imaging, and more Quality Q7 nationally endorsed sources of clinical quality for hospitals and physicians, including condition and procedure specific information Tracking finances (e.g. HSA spend, claims)





¹¹ Evaluate Back Pain Diabetes Adult Preventative Care Start PT or chiropractic care Take a glucose test Complete a preventive service Individuals with lower back pain (who aren't using PT or chiropractic care) Individuals with or at risk for diabetes (who have not had a glucose test) Adults who have not had a preventive service within one year About the Campaign Campaign Recommendation Impact on Preventive Services R.7x increase Q.8x increase Q.7x increase Note: Early results from claims-based analysis aggregated from customers that have been deployed on Castlight Action for over 6 months







¹⁴ Jiff's Ecosystem & Deep Partner Integrations Incentivize specific targeted behavior deep within third party solutions Collect 'digital exhaust' on users for personalization and reporting Scalable Integration Framework Bi-directional flow of data Purchase a wide range of solutions directly thru Jiff Reseller Contracts Activity Tracking Food Tracking Sleep Tracking Fitness Tracking Biometrics HRA Health Coaching Nutritional Coaching Resilience Smoking Cessation Fertility / Pregnancy Parenting Cardiovascular Health Financial Health



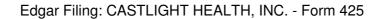
¹⁵ Joint Value Proposition Engage employees with comprehensive wellbeing offering Interact with employees throughout the year Target most expensive conditions and employees Personalize incentives and deploy latest digital therapeutics Increase employee happiness while decreasing risk Improve efficiency of the health care system and quality of care Lower costs for and employer's most expensive population Manage Conditions Real time intercept when your employee is about to become a patient Market-leading healthcare decision support, built in Simplify navigation for all benefit resources, globally Stay Healthy Access Care

⁶ The Power of the Castlight-Jiff Combination Wost 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 complementary business models



Financial Update



Executed on key priorities in 2016 Ramped adoption of our platform offering Set foundation for long-term growth Drove the business towards cash flow breakeven R016 execution provides a strong start to 2017







²¹ Standalone Pro Forma • Standalone revenue of \$123M at the high-end net loss per share of \$0.08 to \$0.10 based on approximately 107M to 108M shares 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 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. Guidance Castlight plans to provide GAAP revenue guidance for the combined company when it announces financial results for the first quarter of 2017





Investor Overview March 2017



Appendix March 2017



25 Castlight's three-year contracts by health benefits relationships with Anthem and SAP Susiness Model & Go-To-Market Business Model & Go-To-Market Business Model • Platform sold on a price per employee per month (PEPM) basis • Typically Target Customers • Targets US self-insured employers • Platform purchased • Direct sales team/channel partner approach • Strategic • Strategic • Platform purchased • Direct sales team/channel partner approach • Strategic • Platform purchased • Direct sales team/channel partner approach • Strategic • Platform sold on a price per employee per month (PEPM) basis • Typically • Platform sold on a price per employee per month (PEPM) basis • Typically • Platform sold on a price per employee per month (PEPM) basis • Typically • Platform sold on a price per employee per month (PEPM) basis • Typically • Platform sold on a price per employee per month (PEPM) basis • Typically • Platform sold on a price per employee per month (PEPM) basis • Typically • Platform sold on a price per employee per month (PEPM) basis • Typically • Platform sold on a price per employee per month (PEPM) basis • Typically • Platform sold on a price per employee per month (PEPM) basis • Typically • Platform sold on a price per employee per month (PEPM) basis • Typically • Platform sold on a price per employee per month (PEPM) basis • Typically • Platform sold on a price per employee per month (PEPM) basis • Typically • Platform sold on a price per employee per month (PEPM) basis • Typically • Platform sold on a price per employee per month (PEPM) basis • Typically • Platform sold on a price per employee per month (PEPM) basis • Typically • Platform sold on a price per employee per month (PEPM) basis • Typically • Platform sold on a price per employee per month (PEPM) basis • Typically • Platform sold on a price per employee per month (PEPM) basis • Platform sold on a price per employee per month (PEPM) basis • Platform sold on a price per employee per month (PEPM) basis • Platform sold on a price per employee per

²⁶ 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 ~80% of Company and J

²⁷ Gross Profit: Reconciliation of GAAP to Non-GAAP Three Months Ended December 31, March 31, June 30, September 30, December 31, 2015 2016 2016 2016 2016 Gross profit: 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 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%

²⁸ Operating Expense: Reconciliation of GAAP to Non-GAAP
Three Months Ended
December 31, March 31, June 30, September 30, December 31, 2015 2016 2016 2016 2016 2016 2016 Operating expense: 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