

O'Meara Maeve  
Form 4  
August 20, 2018

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed 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 \*  
O'Meara Maeve

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
07/10/2018

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP,Product&CustomerExperience

C/O CASTLIGHT HEALTH, INC., 150 SPEAR ST., SUITE 400

(Street)

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

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

SAN FRANCISCO, CA 94105

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactionor Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Class B Common Stock	08/16/2018		M <sup>(1)</sup>		3,562	A	\$ 0	40,159	D
Class B Common Stock	08/16/2018		M <sup>(2)</sup>		313	A	\$ 0	40,472	D
Class B Common Stock	08/16/2018		M <sup>(3)</sup>		23,437	A	\$ 0	63,909	D
Class B Common Stock	08/16/2018		M <sup>(4)</sup>		3,125	A	\$ 0	67,034	D

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Stock								
Class B Common Stock	08/16/2018		M <sup>(5)</sup>	12,500	A	\$ 0	79,534	D
Class B Common Stock	08/16/2018		M <sup>(6)</sup>	12,500	A	\$ 0	92,034	D
Class B Common Stock	08/16/2018		M <sup>(7)</sup>	17,500	A	\$ 0	109,534	D
Class B Common Stock	08/17/2018		S	27,614 <sup>(8)</sup>	D	\$ 2.6848 <sup>(9)</sup>	81,920	D

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

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 <sup>(10)</sup>	07/10/2018		A		17,500 <sup>(11)</sup>		<sup>(12)</sup>	<sup>(12)</sup>	Class B Common Stock	17,500
Restricted Stock Units	\$ 0 <sup>(10)</sup>	08/16/2018		M <sup>(1)</sup>		3,562		<sup>(13)</sup>	<sup>(13)</sup>	Class B Common Stock	3,562
Restricted Stock Units	\$ 0 <sup>(10)</sup>	08/16/2018		M <sup>(2)</sup>		313		<sup>(14)</sup>	<sup>(14)</sup>	Class B Common Stock	313
Restricted Stock Units	\$ 0 <sup>(10)</sup>	08/16/2018		M <sup>(3)</sup>		23,437		<sup>(15)</sup>	<sup>(15)</sup>	Class B Common Stock	23,437
Restricted Stock	\$ 0 <sup>(10)</sup>	08/16/2018		M <sup>(4)</sup>		3,125		<sup>(16)</sup>	<sup>(16)</sup>	Class B Common	3,125



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Represents the weighted average sales price per share. The shares sold at prices ranging from \$2.675 to \$2.85 per share. Full information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.

- (10) Each RSU represents a contingent right to receive 1 share of the Issuer's Class B common stock upon settlement for no consideration.
- (11) Represents PSUs earned by the Reporting Person on July 10, 2018 as a result of the Reporting Person having met certain performance criteria.
- (12) 100% of the RSUs will vest on August 16, 2018. Shares of the Issuer's Class B common stock will be delivered to the Reporting Person following vesting.

The RSUs vest over 5 years as follows: 25% of the restricted stock units ("RSUs") vested on November 16, 2016. Thereafter, the shares vest in 12 quarterly installments each consisting of 5% of the shares subject to the RSU, and 1/12 of the remainder vests monthly thereafter until fully vested. Shares of the Issuer's Class B common stock will be delivered to the Reporting Person following vesting.
- (13) The RSUs vest over 5 years as follows: 25% of the RSUs vested on February 24, 2017. Thereafter, the shares vest in 12 quarterly installments each consisting of 5% of the shares subject to the RSU, and 1/12 of the remainder vests monthly thereafter until fully vested. Shares of the Issuer's Class B common stock will be delivered to the Reporting Person following vesting.
- (14) 25% of the RSUs vested on May 16, 2017 and the remainder will vest quarterly over two years thereafter in equal installments. Shares of the Issuer's Class B common stock will be delivered to the Reporting Person following vesting.

The RSUs vest over 5 years as follows: 25% of the RSUs vested on March 7, 2018. Thereafter, the shares vest in 12 quarterly installments each consisting of 5% of the shares subject to the RSU, and 1/12 of the remainder vests monthly thereafter until fully vested. Shares of the Issuer's Class B common stock will be delivered to the Reporting Person following vesting.
- (15) The RSUs vest over 5 years as follows: 25% of the RSUs vested on March 7, 2018. Thereafter, the shares vest in 12 quarterly installments each consisting of 5% of the shares subject to the RSU, and 1/12 of the remainder vests monthly thereafter until fully vested. Shares of the Issuer's Class B common stock will be delivered to the Reporting Person following vesting.
- (16) The RSUs vested and continue to vest in equal quarterly installments over four years, beginning on February 16, 2018. Shares of the Issuer's Class B common stock will be delivered to the Reporting Person following vesting
- (17) The RSUs will vest over 4 years in 16 equal quarterly installments beginning on August 16, 2018 until fully vested. Shares of the Issuer's Class B common stock will be delivered to the Reporting Person following vesting.
- (18) The RSUs will vest over 4 years in 16 equal quarterly installments beginning on August 16, 2018 until fully vested. Shares of the Issuer's Class B common stock will be delivered to the Reporting Person following vesting.

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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