

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 ___ 10% Owner
 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 ⁽¹⁾ | | 3,562 | A | \$ 0 | 40,159 | D | |
| Class B Common Stock | 08/16/2018 | | M ⁽²⁾ | | 313 | A | \$ 0 | 40,472 | D | |
| Class B Common Stock | 08/16/2018 | | M ⁽³⁾ | | 23,437 | A | \$ 0 | 63,909 | D | |
| Class B Common Stock | 08/16/2018 | | M ⁽⁴⁾ | | 3,125 | A | \$ 0 | 67,034 | D | |

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

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 ⁽¹⁰⁾ | 07/10/2018 | | A | | 17,500 ⁽¹¹⁾ | | ⁽¹²⁾ | ⁽¹²⁾ | Class B Common Stock | 17,500 |
| Restricted Stock Units | \$ 0 ⁽¹⁰⁾ | 08/16/2018 | | M ⁽¹⁾ | | 3,562 | | ⁽¹³⁾ | ⁽¹³⁾ | Class B Common Stock | 3,562 |
| Restricted Stock Units | \$ 0 ⁽¹⁰⁾ | 08/16/2018 | | M ⁽²⁾ | | 313 | | ⁽¹⁴⁾ | ⁽¹⁴⁾ | Class B Common Stock | 313 |
| Restricted Stock Units | \$ 0 ⁽¹⁰⁾ | 08/16/2018 | | M ⁽³⁾ | | 23,437 | | ⁽¹⁵⁾ | ⁽¹⁵⁾ | Class B Common Stock | 23,437 |
| Restricted Stock | \$ 0 ⁽¹⁰⁾ | 08/16/2018 | | M ⁽⁴⁾ | | 3,125 | | ⁽¹⁶⁾ | ⁽¹⁶⁾ | Class B Common | 3,125 |

| Units | | | | | | | Stock |
|------------------------|----------------------|------------|------------------|--------|-----------------|-----------------|-----------------------------|
| Restricted Stock Units | \$ 0 ⁽¹⁰⁾ | 08/16/2018 | M ⁽⁵⁾ | 12,500 | ⁽¹⁷⁾ | ⁽¹⁷⁾ | Class B Common Stock 12,500 |
| Restricted Stock Units | \$ 0 ⁽¹⁰⁾ | 08/16/2018 | M ⁽⁶⁾ | 12,500 | ⁽¹⁸⁾ | ⁽¹⁸⁾ | Class B Common Stock 12,500 |
| Restricted Stock Units | \$ 0 ⁽¹⁰⁾ | 08/16/2018 | M ⁽⁷⁾ | 17,500 | ⁽¹²⁾ | ⁽¹²⁾ | Class B Common Stock 17,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| O'Meara Maeve C/O CASTLIGHT HEALTH, INC. 150 SPEAR ST., SUITE 400 SAN FRANCISCO, CA 94105 | | | EVP, Product & Customer Experience | |

Signatures

/s/ Jennifer Chaloehtiarana, by power of attorney 08/20/2018

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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) Release and settlement of restricted stock units ("RSUs") granted to the Reporting Person on November 16, 2015, the grant of which was previously reported by the Reporting Person on a Form 3.
- (2) Release and settlement of RSUs granted to the Reporting Person on February 24, 2016, the grant of which was previously reported by the Reporting Person on a Form 3.
- (3) Release and settlement of RSUs granted to the Reporting Person on May 16, 2016, the grant of which was previously reported by the Reporting Person on a Form 3.
- (4) Release and settlement of RSUs granted to the Reporting Person on March 7, 2017, the grant of which was previously reported by the Reporting Person on a Form 3.
- (5) Release and settlement of RSUs granted to the Reporting Person on March 16, 2018, the grant of which was previously reported by the Reporting Person on a Form 3.
- (6) Release and settlement of RSUs granted to the Reporting Person on June 11, 2018, the grant of which was previously reported by the Reporting Person on a Form 4.
- (7) Vesting of performance-based RSUs ("PSUs") earned by the Reporting Person on July 10, 2018 as a result of the Reporting Person having met certain performance criteria.
- (8) Represents the aggregate number of shares sold by the Reporting Person to cover taxes and fees due upon the release and settlement of the RSU's. The Reporting Person did not sell or otherwise dispose of any of the shares reported on this Form 4 for any reason other than to cover required taxes and fees.
- (9)

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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 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
- (16) 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.
- (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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.