

CASTLIGHT HEALTH, INC.

Form 4

February 21, 2017

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
McCracken John

(Last) (First) (Middle)

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

(Street)

SAN FRANCISCO, CA 94105

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/16/2017

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify  
below) below)

Chief Revenue Officer

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

**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. Transaction 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 Indirect Beneficial Ownership (Instr. 4)
Class B Common Stock	02/16/2017		M <sup>(1)</sup>	31,250 A	\$ 0 31,250	D	
Class B Common Stock	02/17/2017		M <sup>(2)</sup>	20,000 A	\$ 0 51,250	D	
Class B Common Stock	02/17/2017		S	8,965 (3) D	\$ 3.7131 42,285 (4)	D	
Class B	02/21/2017		S	5,794 D	\$ 36,491	D	

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Common (3) 3.4714  
Stock (5)

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

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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)	8. Amount or Number of Shares
Restricted Stock Units	\$ 0 <u>(6)</u>	02/16/2017		M <sup>(1)</sup>	31,250	<u>(7)</u> <u>(7)</u>	Class B Common Stock	31,250
Restricted Stock Units	\$ 0 <u>(6)</u>	02/17/2017		M <sup>(2)</sup>	20,000	<u>(8)</u> <u>(8)</u>	Class B Common Stock	20,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
McCracken John C/O CASTLIGHT HEALTH, INC. 150 SPEAR ST., SUITE 400 SAN FRANCISCO, CA 94105	Chief Revenue Officer

## Signatures

/s/ Jennifer Chaloehtiarana, by power of attorney 02/21/2017

                    \*\*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).

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- (1) Release and settlement of restricted stock units ("RSUs") granted to the Reporting Person on February 26, 2016, the grant of which was previously reported by the Reporting Person on a Form 4.
- (2) Release and settlement of RSUs granted to the Reporting Person on November 17, 2014, the grant of which was previously reported by the Reporting Person on a Form 3.

Represents the aggregate number of shares sold by the Reporting Person on the same day at different prices. All of these shares were sold 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.
- (3) Represents the weighted average sales price per share. The shares sold at prices ranging from \$3.55 to \$3.80 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.
- (4) Represents the weighted average sales price per share. The shares sold at prices ranging from \$3.45 to \$3.60 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.
- (5) Each RSU represents a contingent right to receive 1 share of the Issuer's Class B common stock upon settlement for no consideration.

The RSUs vest over 4 years as follows: 25% of the RSUs vested on February 16, 2017 and the remainder will vest on each quarterly anniversary thereafter in equal installments. Shares of the Issuer's Class B common stock will be delivered to the Reporting Person following vesting, at which time shares will be sold by the Reporting Person to cover any tax withholding obligations.
- (6) The RSUs vest over 5 years as follows: 20% of the RSUs vested on November 17, 2015. Thereafter, the shares vest in 16 quarterly installments each consisting of 5% of the shares subject to the RSU until fully vested. Shares of the Issuer's Class B common stock will be delivered to the Reporting Person following vesting.
- (7) The RSUs vest over 5 years as follows: 20% of the RSUs vested on November 17, 2015. Thereafter, the shares vest in 16 quarterly installments each consisting of 5% of the shares subject to the RSU until fully vested. Shares of the Issuer's Class B common stock will be delivered to the Reporting Person following vesting.
- (8)

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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