

O'Meara Maeve
Form 4
November 19, 2018

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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(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)

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/15/2018

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
EVP,Product&CustomerExperience

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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. Transaction(A) or Disposed of (D) Code (Instr. 8)	4. Securities Acquired (Instr. 3, 4 and 5) (A) or (D)	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	11/15/2018		M ⁽¹⁾	9,000	A \$ 0	90,920	D
Class B Common Stock	11/16/2018		S	3,134 ⁽²⁾	D \$ 2.842 ⁽³⁾	87,786	D
Class B Common Stock	11/16/2018		M ⁽⁴⁾	3,563	A \$ 0	91,349	D
Class B Common	11/16/2018		M ⁽⁵⁾	312	A \$ 0	91,661	D

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Stock

Class B

Common Stock	11/16/2018	M ⁽⁶⁾	23,438	A	\$ 0	115,099	D
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Class B

Common Stock	11/16/2018	M ⁽⁷⁾	3,125	A	\$ 0	118,224	D
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Class B

Common Stock	11/16/2018	M ⁽⁸⁾	12,500	A	\$ 0	130,724	D
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Class B

Common Stock	11/16/2018	M ⁽⁹⁾	12,500	A	\$ 0	143,224	D
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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)		8. De Se (In	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 ⁽¹⁰⁾	11/15/2018		M ⁽¹⁾		9,000		⁽¹¹⁾	⁽¹¹⁾	Class B Common Stock	9,000
Restricted Stock Units	\$ 0 ⁽¹⁰⁾	11/16/2018		M ⁽⁴⁾		3,563		⁽¹²⁾	⁽¹²⁾	Class B Common Stock	3,563
Restricted Stock Units	\$ 0 ⁽¹⁰⁾	11/16/2018		M ⁽⁵⁾		312		⁽¹³⁾	⁽¹³⁾	Class B Common Stock	312
Restricted Stock Units	\$ 0 ⁽¹⁰⁾	11/16/2018		M ⁽⁶⁾		23,438		⁽¹⁴⁾	⁽¹⁴⁾	Class B Common Stock	23,438

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Restricted Stock Units	\$ 0 ⁽¹⁰⁾	11/16/2018	M ⁽⁷⁾	3,125	⁽¹⁵⁾	⁽¹⁵⁾	Class B Common Stock	3,125
Restricted Stock Units	\$ 0 ⁽¹⁰⁾	11/16/2018	M ⁽⁸⁾	12,500	⁽¹⁶⁾	⁽¹⁶⁾	Class B Common Stock	12,500
Restricted Stock Units	\$ 0 ⁽¹⁰⁾	11/16/2018	M ⁽⁹⁾	12,500	⁽¹⁷⁾	⁽¹⁷⁾	Class B Common Stock	12,500

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&CustomerExperience	

Signatures

/s/ Jennifer Chaloeintiarana, by power of attorney

11/19/2018

__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 May 15, 2015, the grant of which was previously reported by the Reporting Person on a Form 3.
- (2) 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.
- (3) Represents the weighted average sales price per share. The shares sold at prices ranging from \$2.84 to \$2.845 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) Release and settlement of 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.
- (5) 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.
- (6) 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.
- (7) 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.
- (8) 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.
- (9) 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.

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- (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) 25% of the RSUs vested on February 15, 2016 and the remainder will vest quarterly over three 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 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.
- (12)
- 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.
- (13)
- 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.
- (14)
- 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)

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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