

Nolan Mangini Siobhan
 Form 4
 November 17, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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 *
 Nolan Mangini Siobhan

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)
 11/15/2017

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 CFO & Treasurer

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. 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)	
				(A) or (D)	Price			
				Code	V	Amount		
Class B Common Stock	11/15/2017		M ⁽¹⁾	625	A	\$ 0	78,561	D
Class B Common Stock	11/15/2017		M ⁽²⁾	1,875	A	\$ 0	80,436	D
Class B Common Stock	11/16/2017		S	973 ⁽³⁾	D	\$ 3.7591 ⁽⁴⁾	79,463	D
Class B Common Stock	11/16/2017		M ⁽⁵⁾	2,500	A	\$ 0	81,963	D

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Common Stock							
Class B Common Stock	11/16/2017		M ⁽⁶⁾	1,875	A	\$ 0	83,838 D
Class B Common Stock	11/16/2017		M ⁽⁷⁾	15,625	A	\$ 0	99,463 D
Class B Common Stock	11/17/2017		S	7,893 ⁽³⁾	D	\$ 3,6905 ⁽⁸⁾	91,570 D

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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Restricted Stock Units	\$ 0 ⁽⁹⁾	11/15/2017		M ⁽¹⁾	625	⁽¹⁰⁾	⁽¹⁰⁾	Class B common stock	625
Restricted Stock Units	\$ 0 ⁽⁹⁾	11/15/2017		M ⁽²⁾	1,875	⁽¹¹⁾	⁽¹¹⁾	Class B Common Stock	1,875
Restricted Stock Units	\$ 0 ⁽⁹⁾	11/16/2017		M ⁽⁵⁾	2,500	⁽¹²⁾	⁽¹²⁾	Class B Common Stock	2,500
Restricted Stock Units	\$ 0 ⁽⁹⁾	11/16/2017		M ⁽⁶⁾	1,875	⁽¹³⁾	⁽¹³⁾	Class B Common Stock	1,875
Restricted Stock Units	\$ 0 ⁽⁹⁾	11/16/2017		M ⁽⁷⁾	15,625	⁽¹⁴⁾	⁽¹⁴⁾	Class B Common Stock	15,625

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sold by the Reporting Person to cover any tax withholding obligations.

25% of the RSUs vested on August 16, 2017 and the remainder will vest quarterly over three years thereafter in equal installments.

- (14)** 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.

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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