

Nolan Mangini Siobhan
 Form 4
 February 20, 2018

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

OMB APPROVAL
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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)
 02/15/2018

___ 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 | 02/15/2018 | | M ⁽¹⁾ | 625 | A | \$ 0 | 92,547 | D |
| Class B Common Stock | 02/15/2018 | | M ⁽²⁾ | 1,875 | A | \$ 0 | 94,422 | D |
| Class B Common Stock | 02/16/2018 | | S | 1,011 ⁽³⁾ | D | \$ 3.7001 | 93,411 | D |
| Class B Common Stock | 02/16/2018 | | M ⁽⁴⁾ | 2,500 | A | \$ 0 | 95,911 | D |

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| | | | | | | | |
|----------------------|------------|--|------------------|--------|---|------|-----------|
| Common Stock | | | | | | | |
| Class B Common Stock | 02/16/2018 | | M ⁽⁵⁾ | 1,875 | A | \$ 0 | 97,786 D |
| Class B Common Stock | 02/16/2018 | | M ⁽⁶⁾ | 15,625 | A | \$ 0 | 113,411 D |
| Class B Common Stock | 02/16/2018 | | M ⁽⁷⁾ | 25,000 | A | \$ 0 | 138,411 D |
| Class B Common Stock | 02/17/2018 | | M ⁽⁸⁾ | 578 | A | \$ 0 | 138,989 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 Number Shares |
| Restricted Stock Units | \$ 0 ⁽⁹⁾ | 02/15/2018 | | A | 180,000 | ⁽¹⁰⁾ ⁽¹⁰⁾ | Class B Common Stock 180,000 |
| Restricted Stock Units | \$ 0 ⁽⁹⁾ | 02/15/2018 | | A | 100,000 | ⁽¹¹⁾ ⁽¹¹⁾ | Class B Common Stock 100,000 |
| Restricted Stock Units | \$ 0 ⁽⁹⁾ | 02/15/2018 | | M ⁽¹⁾ | 625 | ⁽¹²⁾ ⁽¹²⁾ | Class B common stock 625 |
| Restricted Stock Units | \$ 0 ⁽⁹⁾ | 02/15/2018 | | M ⁽²⁾ | 1,875 | ⁽¹³⁾ ⁽¹³⁾ | Class B Common Stock 1,875 |
| Restricted Stock | \$ 0 ⁽⁹⁾ | 02/16/2018 | | M ⁽⁴⁾ | 2,500 | ⁽¹⁴⁾ ⁽¹⁴⁾ | Class B Common 2,500 |

| Units | | | | | | | Stock | |
|------------------------|---------------------|------------|------------------|--------|-------------|-------------|----------------------|--------|
| Restricted Stock Units | \$ 0 ⁽⁹⁾ | 02/16/2018 | M ⁽⁵⁾ | 1,875 | <u>(15)</u> | <u>(15)</u> | Class B Common Stock | 1,875 |
| Restricted Stock Units | \$ 0 ⁽⁹⁾ | 02/16/2018 | M ⁽⁶⁾ | 15,625 | <u>(16)</u> | <u>(16)</u> | Class B Common Stock | 15,625 |
| Restricted Stock Units | \$ 0 ⁽⁹⁾ | 02/16/2018 | M ⁽⁷⁾ | 25,000 | <u>(17)</u> | <u>(17)</u> | Class B Common Stock | 25,000 |
| Restricted Stock Units | \$ 0 ⁽⁹⁾ | 02/17/2018 | M ⁽⁸⁾ | 578 | <u>(18)</u> | <u>(18)</u> | Class B Common Stock | 578 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Nolan Mangini Siobhan C/O CASTLIGHT HEALTH, INC. 150 SPEAR ST., SUITE 400 SAN FRANCISCO, CA 94105 | | | CFO & Treasurer | |

Signatures

/s/ Jennifer Chalomentiarana, by power of attorney

02/20/2018

__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 May 15, 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 August 17, 2015, the grant of which was previously reported by the Reporting Person on a Form 3.
 - (3) 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.
 - (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 26, 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 July 8, 2016, the grant of which was previously reported by the Reporting Person on a Form 4.
 - (7) 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.

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- (8) 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 4.
- (9) 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 will vest in equal quarterly installments over four years, beginning on May 16, 2018. 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.
- 33.3% of the RSUs will vest on December 31, 2018, 33.3% of the RSUs will vest on December 31, 2019 and the remaining 33.3% of the RSUs will vest on December 31, 2020. 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.
- 25% of the RSUs vested on February 15, 2016 and the remainder will vest quarterly over three years thereafter in equal installments.
- (12) 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.
- 25% of the RSUs vested on August 15, 2016 and the remainder will vest quarterly over three years thereafter in equal installments.
- (13) 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.
- 25% of the RSUs vested on November 16, 2016 and the remainder 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, at which time shares will be sold by the Reporting Person to cover any tax withholding obligations.
- 25% of the RSUs vested on February 16, 2017 and the remainder will vest quarterly over three years thereafter in equal installments.
- (15) 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.
- 25% of the RSUs vested on August 16, 2017 and the remainder will vest quarterly over three years thereafter in equal installments.
- (16) 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.
- 25% of the RSUs vested on November 17, 2015 and the remainder will vest quarterly over three years thereafter in equal installments.
- (17) 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.
- 25% of the RSUs will vest on February 16, 2018 and the remainder will vest quarterly over three years thereafter in equal installments.
- (18) 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. 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.