

Colella Giovanni M.
Form 4
August 17, 2017

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 *
Colella Giovanni M.

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)
08/15/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Chairman

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					
Class B Common Stock	08/15/2017		M ⁽¹⁾	V	9,187	A	\$ 0 88,093	D		
Class B Common Stock	08/16/2017		S		3,662 <u>(2)</u> <u>(3)</u>	D	\$ 3.9027 <u>(4)</u>	84,431	D	
Class B Common Stock	08/16/2017		J ⁽⁵⁾	V	5,525	D	\$ 0	78,906	D	
Class B Common Stock	08/16/2017		J ⁽⁵⁾	V	5,525	A	\$ 0	27,745	I	By living

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Common Stock								trust ⁽⁶⁾	
Class B Common Stock	08/16/2017		C	26,400	A	\$ 0	54,145	I	By living trust ⁽⁶⁾
Class B Common Stock	08/16/2017		S	26,400 ⁽²⁾	D	\$ 3.911 ⁽⁷⁾	27,745	I	By living trust ⁽⁶⁾

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

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(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 ⁽⁸⁾	08/15/2017		M ⁽¹⁾	9,187	⁽⁹⁾ ⁽⁹⁾	Class B Common Stock	9,187
Class A Common Stock	\$ 0 ⁽¹⁰⁾ ⁽¹¹⁾	08/16/2017		C	26,400	⁽¹⁰⁾ ⁽¹¹⁾ ⁽¹⁰⁾ ⁽¹¹⁾	Class B Common Stock	26,400
Class A Common Stock	\$ 0 ⁽¹⁰⁾ ⁽¹¹⁾					⁽¹⁰⁾ ⁽¹¹⁾ ⁽¹⁰⁾ ⁽¹¹⁾	Class B Common Stock	509,638
Class A Common Stock	\$ 0 ⁽¹⁰⁾ ⁽¹¹⁾					⁽¹⁰⁾ ⁽¹¹⁾ ⁽¹⁰⁾ ⁽¹¹⁾	Class B Common Stock	160,443
						⁽¹⁰⁾ ⁽¹¹⁾ ⁽¹⁰⁾ ⁽¹¹⁾		509,638

Class A
Common
Stock \$ 0 ⁽¹⁰⁾
 (11)

Class B
Common
Stock

Class A
Common
Stock \$ 0 ⁽¹⁰⁾
 (11)

(10)(11)

(10)(11)

Class B
Common
Stock 106,443

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Colella Giovanni M. C/O CASTLIGHT HEALTH, INC. 150 SPEAR ST., SUITE 400 SAN FRANCISCO, CA 94105	X	X		Executive Chairman

Signatures

/s/ Jennifer Chaloeintiarana, by power of
attorney

08/17/2017

 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).
- (1) Release and settlement of restricted stock units ("RSUs") granted to the Reporting Person on June 17, 2015, the grant of which was previously reported by the Reporting Person on a Form 4.
- (2) Represents the aggregate of sales effected on the same day at different prices.
- (3) All of these shares were sold to cover taxes and fees due upon the release and settlement of the RSUs.
- (4) Represents the weighted average sales price per share. The shares sold at prices ranging from \$3.85 to \$3.95 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) Re-registration of shares in the name of the Reporting Person's living trust, effecting only a change in the form of beneficial ownership.
- (6) Reporting Person serves as a co-trustee.
- (7) Represents the weighted average sales price per share. The shares sold at prices ranging from \$3.85 to \$4.05 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.
- (8) Each RSU represents a contingent right to receive 1 share of the Issuer's Class B common stock upon settlement for no consideration.
- (9) The RSUs vest over 4 years as follows: 25% of the RSUs vested on May 15, 2016 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.

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(10) Each share of Class A Common Stock is convertible, at any time at the option of the holder, into one (1) share of Class B Common Stock. In addition, each share of Class A Common Stock will convert automatically into one (1) share of Class B Common Stock upon the transfer, whether or not for value, that occurs after the closing of the IPO to any transferee who is not a "Permitted Transferee", as defined in the Issuer's Restated Certificate of Incorporation in effect as of the date hereof. The shares of Class A Common Stock have no expiration date.

(11) Each share of the Issuer's Class A Common Stock will convert automatically into one (1) share of Class B Common Stock upon the earliest to occur of the following: (a) the first date on which the number of shares of Class A Common Stock then outstanding is less than 15,340,384 shares, (b) March 19, 2024, or (c) a time and date approved in writing by holders of at least a majority of the then-outstanding shares of Class A Common Stock. The shares of Class A Common Stock and Class B Common Stock have no expiration date.

(12) Reporting Person serves as trustee and sole beneficiary.

(13) Reporting Person's spouse serves as trustee and sole beneficiary.

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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