

O'Meara Maeve
 Form 4
 November 20, 2018

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 *
 O'Meara Maeve
 (Last) (First) (Middle)

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

3. Date of Earliest Transaction (Month/Day/Year)
 11/16/2018

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 EVP, Product & Customer Experience

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

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class B Common Stock | 11/16/2018 | | M ⁽¹⁾ | | 25,000 | A | \$ 0 |
| Class B Common Stock | 11/19/2018 | | S | | 39,236 ⁽²⁾ | D | \$ 2.7373 ⁽³⁾ |

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

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number.

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Restricted Stock Units | \$ 0 ⁽⁴⁾ | 11/16/2018 | | A | 25,000 ⁽⁵⁾ | ⁽⁶⁾ / ⁽⁶⁾ | Class B Common Stock 25,000 |
| Restricted Stock Units | \$ 0 ⁽⁴⁾ | 11/16/2018 | | M ⁽¹⁾ | 25,000 | ⁽⁶⁾ / ⁽⁶⁾ | Class B Common Stock 25,000 |

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 & Customer Experience

Signatures

/s/ Jennifer Chaloehtiarana, by power of attorney

11/20/2018

__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) Vesting of performance-based RSUs ("PSUs") earned by the Reporting Person on November 16, 2018 as a result of the Reporting Person having met certain performance criteria.

(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 RSUs over several days. 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 \$2.72 to \$2.745 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) Each RSU represents a contingent right to receive 1 share of the Issuer's Class B common stock upon settlement for no consideration.

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- (5) Represents PSUs earned by the Reporting Person on November 16, 2018 as a result of the Reporting Person having met certain performance criteria.
- (6) The RSUs are 100% vested. Shares of the Issuer's Class B common stock will be delivered to the Reporting Person following vesting.

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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