

# FORM 4

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

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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 or  
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<b>O'Meara Maeve</b>			<b>CASTLIGHT HEALTH, INC. [ CSLT ]</b>			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>EVP,Product&amp;CustomerExperience</b>		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
<b>C/O CASTLIGHT HEALTH, INC., 150 SPEAR ST., SUITE 400</b>			<b>8/16/2019</b>					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>SAN FRANCISCO, CA 94105</b>						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)								

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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)
			Code	V	Amount	(A) or (D)	Price			
Class B Common Stock	8/16/2019		M		3562	A	\$0	270745	D	
Class B Common Stock	8/16/2019		M		313	A	\$0	271058	D	
Class B Common Stock	8/16/2019		M		3125	A	\$0	274183	D	
Class B Common Stock	8/16/2019		M		12500	A	\$0	286683	D	
Class B Common Stock	8/16/2019		M		12500	A	\$0	299183	D	
Class B Common Stock	8/16/2019		M		23063	A	\$0	322246	D	
Class B Common Stock	8/19/2019		S		28171 <u>(1)</u>	D	\$1.4059 <u>(2)</u>	294075	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	<u>(3)</u>	8/16/2019		M		3562		<u>(4)</u>	<u>(4)</u>	Class B Common Stock	3562	\$0	3563	D	
Restricted Stock Units	<u>(3)</u>	8/16/2019		M		313		<u>(5)</u>	<u>(5)</u>	Class B Common Stock	313	\$0	625	D	
Restricted Stock Units	<u>(3)</u>	8/16/2019		M		3125		<u>(6)</u>	<u>(6)</u>	Class B Common Stock	3125	\$0	18750	D	
Restricted Stock Units	<u>(3)</u>	8/16/2019		M		12500		<u>(7)</u>	<u>(7)</u>	Class B Common Stock	12500	\$0	125000	D	
Restricted Stock Units	<u>(3)</u>	8/16/2019		M		12500		<u>(8)</u>	<u>(8)</u>	Class B Common Stock	12500	\$0	137500	D	
Restricted Stock Units	<u>(3)</u>	8/16/2019		M		23063		<u>(9)</u>	<u>(9)</u>	Class B Common Stock	23063	\$0	322875	D	
Restricted Stock Units (Class B Common Stock)	<u>(3)</u>	8/16/2019		A		689656		<u>(10)</u>	<u>(10)</u>	Common Stock	689656	\$0	689656	D	

### Explanation of Responses:

- 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. 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.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1.37 to \$1.435 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange

Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (3) Each RSU represents a contingent right to receive 1 share of the Issuer's Class B common stock upon settlement for no consideration.
- (4) 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.
- (5) 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.
- (6) 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.
- (7) 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.
- (8) The RSUs 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.
- (9) The RSUs vest in equal quarterly installments over four years, beginning on May 16, 2019. 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.
- (10) The RSUs will vest in equal quarterly installments over four years, beginning on November 16, 2019. 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.

**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

8/20/2019

\*\*Signature of Reporting Person

Date

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

\* 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).

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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