

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

<b>1. Name and Address of Reporting Person *</b>  <b>ROBERTS BRYAN E</b>  (Last) (First) (Middle)  <b>C/O VENROCK, 3340 HILLVIEW AVENUE</b>  (Street)  <b>PALO ALTO, CA 94304</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>CASTLIGHT HEALTH, INC. [ CSLT ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director <span style="margin-left: 150px;"><input checked="" type="checkbox"/> 10% Owner</span> <input type="checkbox"/> Officer (give title below) <span style="margin-left: 100px;"><input type="checkbox"/> Other (specify below)</span>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>6/5/2019</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**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	6/5/2019		A		44164 (1)	A	\$0	153832	D (2)	
Class B Common Stock								5255264	I	By Funds (3)

**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				

**Explanation of Responses:**

- (1) Represents an award of restricted stock units ("RSUs"). 25% of the RSUs will vest on August 16, 2019, and the remaining 75% of the RSUs will vest in 3 equal quarterly installments thereafter beginning on November 16, 2019. Each RSU represents a contingent right to receive one share of the Issuer's Class B common stock upon settlement for no consideration.
- (2) The reporting person is a member of VR Management, LLC (the "Management Company"). Under an agreement between the reporting person and the Management Company, the reporting person is deemed to hold the reported shares for the sole benefit of the Management Company and must exercise the reported shares solely upon the direction of the Management Company, which is entitled to the shares. The Management Company may be deemed the indirect beneficial owner of the reported shares, and the reporting person may be deemed the indirect beneficial owner of the reported shares through his interest in the Management Company. The reporting person disclaims beneficial ownership of the reported shares except to the extent of his pecuniary interest therein.
- (3) Venrock Associates VI, L.P. ("VA6") holds an aggregate of 3,707,442 shares, Venrock Partners VI, L.P. ("VP6") holds an aggregate of 291,092 shares, Venrock Associates V, L.P. ("VA5") holds an aggregate of 1,133,948 shares, Venrock Partners V, L.P. ("VP5") holds an aggregate of 96,139 shares and Venrock Entrepreneurs Fund V, L.P. ("VEF5") holds an aggregate of 26,643 shares. Venrock Management VI, LLC, Venrock Partners Management VI, LLC, Venrock Management V, LLC, VEF Management V, LLC and Venrock Partners Management V, LLC (collectively, the "Venrock GP Entities") are the sole general partners of VA6, VP6, VA5, VEF5 and VP5 (collectively, the "Funds"), respectively, and may be deemed to beneficially own these shares. Dr. Roberts is a member of the Venrock GP Entities and may be deemed to beneficially own these shares. Dr. Roberts and the Venrock GP Entities expressly disclaim beneficial ownership over these shares except to the extent of their indirect pecuniary interests therein.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>ROBERTS BRYAN E C/O VENROCK 3340 HILLVIEW AVENUE PALO ALTO, CA 94304</b>	<b>X</b>	<b>X</b>		

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**Signatures**

/s/ Bryan E. Roberts

6/7/2019

—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.

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.