

## INITIAL STATEMENT OF 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. Date of Event Requiring Statement (MM/DD/YYYY)		3. Issuer Name and Ticker or Trading Symbol		
<b>Gupta Neeraj</b>			<b>9/17/2018</b>		<b>CASTLIGHT HEALTH, INC. [CSLT]</b>		
(Last) (First) (Middle)			4. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
<b>C/O CASTLIGHT HEALTH, INC., 150 SPEAR ST., SUITE 400</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, Engineering /</b>				
(Street)			5. 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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<b>Class B Common Stock</b>	<b>228169</b>	<b>D</b>	

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

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<b>Restricted Stock Units</b>	(1)	(1)	<b>Class B Common Stock</b>	<b>200000</b>	<b>\$0 (2)</b>	<b>D</b>	
<b>Restricted Stock Units</b>	(3)	(3)	<b>Class B Common Stock</b>	<b>31250</b>	<b>\$0 (2)</b>	<b>D</b>	
<b>Restricted Stock Units</b>	(4)	(4)	<b>Class B Common Stock</b>	<b>113750</b>	<b>\$0 (2)</b>	<b>D</b>	
<b>Restricted Stock Units</b>	(5)	(5)	<b>Class B Common Stock</b>	<b>50000</b>	<b>\$0 (2)</b>	<b>D</b>	

#### Explanation of Responses:

- 25% of the restricted stock units ("RSUs") vested on August 16, 2017 and the remainder vested and will continue to 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 automatically sold on behalf of the Reporting Person to cover any tax withholding obligations.
- Each RSU represents a contingent right to receive 1 share of the Issuer's Class B common stock upon settlement for no consideration.
- 25% of the RSUs vested on March 7, 2018 and the remainder vested and will continue to vest quarterly over three years thereafter in equal installments, 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 automatically sold on behalf of the Reporting Person to cover any tax withholding obligations

- (4) The RSUs vested, and will continue to 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 automatically sold on behalf of the Reporting Person to cover any tax withholding obligations.
- (5) 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 automatically sold on behalf of the Reporting Person to cover any tax withholding obligations.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Gupta Neeraj</b> <b>C/O CASTLIGHT HEALTH, INC.</b> <b>150 SPEAR ST., SUITE 400</b> <b>SAN FRANCISCO, CA 94105</b>			<b>EVP, Engineering</b>	

**Signatures**

/s/ Jennifer Chaloehtiarana, by power of attorney

9/19/2018

\*\*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 5(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.

**POWER OF ATTORNEY**

**KNOW ALL MEN BY THESE PRESENTS** , that the undersigned hereby constitutes and appoints Jennifer Chaloehtiarana and Trevor Dutcher, and each of them, as his true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as a representative of Castlight Health, Inc. (the "**Company**"), any and all Form ID, or Form 3, 4 or 5 reports and any amendments thereto required to be filed by the undersigned in accordance with Section 16(a) of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules thereunder with respect to transactions in the Company's securities;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form ID, or Form 3, 4 or 5 report and any amendments thereto and timely file such report with the U.S. Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned, pursuant to this Power of Attorney, shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his or her discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform each and every act and thing whatsoever requisite, necessary, and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or his or her substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that no such attorney-in-fact, in serving in such capacity at the request of the undersigned, is hereby assuming, nor is the Company hereby assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Form 3, 4 or 5 reports with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

**IN WITNESS WHEREOF** , the undersigned has caused this Power of Attorney to be executed as of this 7th day of September, 2018.

/s/ Neeraj Gupta  
Neeraj Gupta