

# FORM 4

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

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OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

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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>Nolan Mangini Siobhan</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>CFO &amp; Treasurer</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		2500	A	\$0	281610	D	
Class B Common Stock	8/16/2019		M		1875	A	\$0	283485	D	
Class B Common Stock	8/16/2019		M		15625	A	\$0	299110	D	
Class B Common Stock	8/16/2019		M		6250	A	\$0	305360	D	
Class B Common Stock	8/16/2019		M		11250	A	\$0	316610	D	
Class B Common Stock	8/16/2019		M		23063	A	\$0	339673	D	
Class B Common Stock	8/19/2019		S		21617 <u>(1)</u>	D	\$1.4057 <u>(2)</u>	318056	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		2500		<u>(4)</u>	<u>(4)</u>	Class B Common Stock	2500	\$0	2500	D	
Restricted Stock Units	<u>(3)</u>	8/16/2019		M		1875		<u>(5)</u>	<u>(5)</u>	Class B Common Stock	1875	\$0	3750	D	
Restricted Stock Units	<u>(3)</u>	8/16/2019		M		15625		<u>(6)</u>	<u>(6)</u>	Class B Common Stock	15625	\$0	62500	D	
Restricted Stock Units	<u>(3)</u>	8/16/2019		M		6250		<u>(7)</u>	<u>(7)</u>	Class B Common Stock	6250	\$0	37500	D	
Restricted Stock Units	<u>(3)</u>	8/16/2019		M		11250		<u>(8)</u>	<u>(8)</u>	Class B Common Stock	11250	\$0	112500	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		413793		<u>(10)</u>	<u>(10)</u>	Common Stock	413793	\$0	413793	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 \$1.375 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) 25% of the RSUs vested on November 16, 2016 and the remainder will 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 sold by the Reporting Person to cover any tax withholding obligations.
- (5) 25% of the RSUs vested on February 16, 2017 and the remainder will 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 sold by the Reporting Person to cover any tax withholding obligations.
- (6) 25% of the RSUs vested on August 16, 2017 and the remainder will 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 sold by the Reporting Person to cover any tax withholding obligations.
- (7) 25% of the RSUs vested on February 16, 2018 and the remainder will 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 sold by the Reporting Person to cover any tax withholding obligations.
- (8) The RSUs vested 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 sold by the Reporting Person to cover any tax withholding obligations.
- (9) The RSUs vested 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
Nolan Mangini Siobhan C/O CASTLIGHT HEALTH, INC. 150 SPEAR ST., SUITE 400 SAN FRANCISCO, CA 94105			CFO & Treasurer	

**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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