

# FORM 4

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

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

[ ] 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>Colella Giovanni M.</b>  (Last) (First) (Middle)  <b>C/O CASTLIGHT HEALTH, INC., 150 SPEAR ST., SUITE 400</b>  (Street)  <b>SAN FRANCISCO, CA 94105</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>CASTLIGHT HEALTH, INC. [ CSLT ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <b>8/10/2017</b>  <b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>	<b>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b>  <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: 150px;"><input checked="" type="checkbox"/> Other (specify below)</span> <b>Executive Chairman</b>  <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
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**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	8/10/2017		C		10100	A	\$0	32320	I	By living trust (1)
Class B Common Stock	8/10/2017		S		10100 (2)	D	\$3.8614 (3)	22220	I	By living trust (1)
Class B Common Stock	8/11/2017		C		16700	A	\$0	38920	I	By living trust (1)
Class B Common Stock	8/11/2017		S		16700 (2)	D	\$3.9127 (4)	22220	I	By living trust (1)
Class B Common Stock								78906	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				
Class A Common Stock	\$0 (5)(6)	8/10/2017		C		10100		(5)(6)	(5)(6)	Class B Common Stock	10100	\$0	4677491	I	By living trust (1)
Class A Common Stock	\$0 (5)(6)	8/11/2017		C		16700		(5)(6)	(5)(6)	Class B Common Stock	16700	\$0	4660791	I	By living trust (1)
Class A Common Stock	\$0 (5)(6)							(5)(6)	(5)(6)	Class B Common Stock	509638		509638	I	By grantor retained annuity trust 1 (7)
Class A Common Stock	\$0 (5)(6)							(5)(6)	(5)(6)	Class B Common Stock	160443		160443	I	By grantor retained annuity trust 2 (7)
Class A Common Stock	\$0 (5)(6)							(5)(6)	(5)(6)	Class B Common Stock	509638		509638	I	By grantor retained annuity trust 3 (8)
Class A Common Stock	\$0 (5)(6)							(5)(6)	(5)(6)	Class B Common Stock	160443		160443	I	By grantor retained annuity trust 4 (8)

**Explanation of Responses:**

- (1) Reporting Person serves as a co-trustee.
- (2) Represents the aggregate of sales effected on the same day at different prices.
- (3) Represents the weighted average sales price per share. The shares sold at prices ranging from \$3.85 to \$3.875 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) Represents the weighted average sales price per share. The shares sold at prices ranging from \$3.85 to \$3.975 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.
- (5) Each share of Class A Common Stock is convertible, at any time at the option of the holder, into one (1) share of Class B Common Stock. In addition, each share of Class A Common Stock will convert automatically into one (1) share of Class B Common Stock upon the transfer, whether or not for value, that occurs after the closing of the IPO to any transferee who is not a "Permitted Transferee", as defined in the Issuer's Restated Certificate of Incorporation in effect as of the date hereof. The shares of Class A Common Stock have no expiration date.
- (6) Each share of the Issuer's Class A Common Stock will convert automatically into one (1) share of Class B Common Stock upon the earliest to occur of the following: (a) the first date on which the number of shares of Class A Common Stock then outstanding is less than 15,340,384 shares, (b) March 19, 2024, or (c) a time and date approved in writing by holders of at least a majority of the then-outstanding shares of Class A Common Stock. The shares of Class A Common Stock and Class B Common Stock have no expiration date.
- (7) Reporting Person serves as trustee and sole beneficiary.
- (8) Reporting Person's spouse serves as trustee and sole beneficiary.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Colella Giovanni M. C/O CASTLIGHT HEALTH, INC. 150 SPEAR ST., SUITE 400 SAN FRANCISCO, CA 94105</b>	<b>X</b>	<b>X</b>		<b>Executive Chairman</b>

**Signatures**

/s/ Jennifer Chaloehtiarana, by power of attorney

8/14/2017

\*\*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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