

# FORM 4

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

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[ ] Check this box if no longer  
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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

1. Name and Address of Reporting Person * <b>O'Meara Maeve</b> (Last) (First) (Middle) <b>C/O CASTLIGHT HEALTH, INC., 150 SPEAR STREET, SUITE 400</b> (Street) <b>SAN FRANCISCO, CA 94105</b> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>CASTLIGHT HEALTH, INC. [ CSLT ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Executive Officer</b>
3. Date of Earliest Transaction (MM/DD/YYYY) <b>11/16/2020</b>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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	11/16/2020		M		125000 (1)	A	\$0.00	643453	D	
Class B Common Stock	11/16/2020		M		9375 (1)	A	\$0.00	652828	D	
Class B Common Stock	11/16/2020		M		37500 (1)	A	\$0.00	690328	D	
Class B Common Stock	11/16/2020		M		37500 (1)	A	\$0.00	727828	D	
Class B Common Stock	11/16/2020		M		69187 (1)	A	\$0.00	797015	D	
Class B Common Stock	11/16/2020		M		129310 (1)	A	\$0.00	926325	D	
Class B Common Stock	11/16/2020		M		186000 (1)	A	\$0.00	1112325	D	
Class B Common Stock	11/16/2020		M		689656 (2)	A	\$0.00	1801981	D	
Class B Common Stock	11/17/2020		S (3)		577907	D	\$1.1439 (4)	1224074	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 (RSU)	(5)	11/16/2020		M			125000	(6)	(6)	Class B Common Stock	125000	\$0.00	0	D	
Restricted Stock Units (RSU)	(5)	11/16/2020		M			9375	(7)	(7)	Class B Common Stock	9375	\$0.00	3125	D	
Restricted Stock Units (RSU)	(5)	11/16/2020		M			37500	(8)	(8)	Class B Common Stock	37500	\$0.00	62500	D	
Restricted Stock Units (RSU)	(5)	11/16/2020		M			37500	(9)	(9)	Class B Common Stock	37500	\$0.00	75000	D	
Restricted Stock Units (RSU)	(5)	11/16/2020		M			69187	(10)	(10)	Class B Common Stock	69187	\$0.00	207563	D	
Restricted Stock Units (RSU)	(5)	11/16/2020		M			129310	(11)	(11)	Class B Common Stock	129310	\$0.00	474139	D	
Restricted Stock Units (RSU)	(5)	11/16/2020		M			186000	(12)	(12)	Class B Common Stock	186000	\$0.00	806000	D	
Restricted Stock Units (RSU)	(5)	11/16/2020		M			689656	(13)	8/16/2021	Class B Common Stock	689656	\$0.00	0	D	

**Explanation of Responses:**

- (1) On November 16, 2020, these shares of Class B Common Stock were issued in settlement of the RSUs that vested on each of May 16, 2020, August 16, 2020 and November 16, 2020. Delivery of the shares in settlement of the RSUs that vested on May 16, 2020 and August 16, 2020 was deferred to November 16, 2020.
- (2) On November 16, 2020, these shares of Class B Common Stock were issued in settlement of the RSUs that vested on August 17, 2020. Delivery of the shares in settlement of the vested RSUs was deferred to November 16, 2020.
- (3) 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.
- (4) Represents the weighted average sales price per share. The shares sold at prices ranging from \$1.13 to \$1.17 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 RSU represents a contingent right to receive one (1) share of the Class B Common Stock upon settlement for no consideration.
- (6) 100% of the RSUs vested on May 16, 2020. The underlying vested shares settled on November 16, 2020.
- (7) 1/4th of the RSUs vested on March 7, 2018, and the remainder will vest 1/20th quarterly in 12 equal installments and then 1/12th monthly in equal installments, subject to the continuing service of the Reporting Person on each vesting date. The underlying vested shares settled on November 16, 2020.
- (8) 1/16th of the RSUs vested on February 16, 2018, and the remainder will vest 1/16th quarterly in equal installments, subject to the continuing service of the Reporting Person on each vesting date. The underlying vested shares settled on November 16, 2020.
- (9) 1/16th of the RSUs vested on August 16, 2018, and the remainder will vest 1/16th quarterly in equal installments, subject to the continuing service of the Reporting Person on each vesting date. The underlying vested shares settled on November 16, 2020.
- (10) 1/16th of the RSUs vested on May 16, 2019, and the remainder will vest 1/16th quarterly in equal installments, subject to the continuing service of the Reporting Person on each vesting date. The underlying vested shares settled on November 16, 2020.
- (11) 1/16th of the RSUs vested on November 16, 2019, and the remainder will vest 1/16th quarterly in equal installments, subject to the continuing service of the Reporting Person on each vesting date. The underlying vested shares settled on November 16, 2020.
- (12) 1/16th of the RSUs vested on May 16, 2020, and the remainder will vest 1/16th quarterly in equal installments, subject to the continuing service of the Reporting Person on each vesting date. The underlying vested shares settled on November 16, 2020.
- (13) The RSU vested on August 17, 2020. The underlying vested shares settled on November 16, 2020.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>O'Meara Maeve</b> <b>C/O CASTLIGHT HEALTH, INC.</b> <b>150 SPEAR STREET, SUITE 400</b> <b>SAN FRANCISCO, CA 94105</b>	<b>X</b>		<b>Chief Executive Officer</b>	

**Signatures**/s/ Mary Ahern, by power of attorney11/18/2020

\*\*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.

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Alex Shvartsman, Mary Ahern and Will Bondurant as her 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 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/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 attorney in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of November 17, 2020.

*/s/ Maeve O'Meara*  
*Maeve O'Meara*