CASTLIGHT HEALTH, INC.
Form 4
May 17, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Nolan Mangini Siobhan

(Last) (First) (Middle)

C/O CASTLIGHT HEALTH, INC., 150 SPEAR ST., SUITE 400

(Street)

SAN FRANCISCO, CA 94105

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
CASTLIGHT HEALTH, INC. [CSLT]

3. Date of Earliest Transaction (Month/Day/Year)
05/15/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director
_____ 10% Owner
__X__ Officer (give title below)
_____ Other (specify below)
CFO & Treasurer

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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	05/15/2017		M[1]		625	A	$ 0	33,774	D	
Class B Common Stock	05/15/2017		M[2]		1,875	A	$ 0	35,649	D	
Class B Common Stock	05/16/2017		S		1,009 [3]	D	$ 3.9651 [4]	34,640	D	
Class B	05/16/2017		M[5]		2,500	A	$ 0	37,140	D	

Common Stock								
Class B Common Stock	05/16/2017	M[6]	1,875	A	$ 0	39,015	D	
Class B Common Stock	05/17/2017	S	1,756 [3]	D	$ 3.6558 [7]	37,259	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deri Secu (Inst
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	$ 0 [8]	05/15/2017		M[1]			625	[9]	[9]	Class B common stock	625	$
Restricted Stock Units	$ 0 [8]	05/15/2017		M[2]			1,875	[10]	[10]	Class B Common Stock	1,875	$
Restricted Stock Units	$ 0 [8]	05/16/2017		M[5]			2,500	[11]	[11]	Class B Common Stock	2,500	$
Restricted Stock Units	$ 0 [8]	05/16/2017		M[6]			1,875	[12]	[12]	Class B Common Stock	1,875	$

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 Chaloemtiarana, by power of attorney — 05/17/2017

**Signature of Reporting Person — Date

Explanation of Responses:

***** 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).

(1) Release and settlement of restricted stock units ("RSUs") granted to the Reporting Person on May 15, 2015, the grant of which was previously reported by the Reporting Person on a Form 3.

(2) Release and settlement of RSUs granted to the Reporting Person on August 17, 2015, the grant of which was previously reported by the Reporting Person on a Form 3.

(3) Represents the aggregate number of shares sold by the Reporting Person on the same day at different prices. All of these shares were sold to cover taxes and fees due upon the release and settlement of the RSU's. 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 $3.85 to $4.10 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) Release and settlement of RSUs granted to the Reporting Person on November 16, 2015, the grant of which was previously reported by the Reporting Person on a Form 3.

(6) Release and settlement of RSUs granted to the Reporting Person on February 26, 2016, the grant of which was previously reported by the Reporting Person on a Form 3.

(7) Represents the weighted average sales price per share. The shares sold at prices ranging from $3.4759 to $3.85 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

(8) Each RSU represents a contingent right to receive 1 share of the Issuer's Class B common stock upon settlement for no consideration.

(9) 25% of the RSUs vested on February 15, 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.

(10) 25% of the RSUs will vest on August 15, 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.

(11) 25% of the RSUs vested on November 16, 2016 and the remainder 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.

(12) 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.

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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