

Nolan Mangini Siobhan  
Form 4  
November 17, 2017

**FORM 4**

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

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,  
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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(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

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

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/15/2017

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
CFO & Treasurer

SAN FRANCISCO, CA 94105

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ Form filed by One Reporting Person  
\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------|
| Class B<br>Common<br>Stock            | 11/15/2017                              |                                                             | M <sup>(1)</sup>                     | 625                                                                     | A \$ 0                                                                                                             | 78,561                                                                  | D                                                                              |
| Class B<br>Common<br>Stock            | 11/15/2017                              |                                                             | M <sup>(2)</sup>                     | 1,875                                                                   | A \$ 0                                                                                                             | 80,436                                                                  | D                                                                              |
| Class B<br>Common<br>Stock            | 11/16/2017                              |                                                             | S                                    | 973 <sup>(3)</sup>                                                      | D \$ 3.7591                                                                                                        | 79,463                                                                  | D                                                                              |
| Class B<br>Common<br>Stock            | 11/16/2017                              |                                                             | M <sup>(5)</sup>                     | 2,500                                                                   | A \$ 0                                                                                                             | 81,963                                                                  | D                                                                              |

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Common  
Stock

Class B

Common Stock 11/16/2017

M<sup>(6)</sup> 1,875 A \$ 0 83,838 D

Class B

Common Stock 11/16/2017

M<sup>(7)</sup> 15,625 A \$ 0 99,463 D

Class B

Common Stock 11/17/2017

S 7,893<sup>(3)</sup> D \$ 3.6905<sup>(8)</sup> 91,570 D

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

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SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                     | 8. De<br>Sec<br>(In |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|-------------------------------------|---------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                    | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount<br>or<br>Number<br>of Shares |                     |
| Restricted<br>Stock<br>Units                        | \$ 0 <sup>(9)</sup>                                                | 11/15/2017                              |                                                             | M <sup>(1)</sup>                     | 625                                                                                                          | <sup>(10)</sup>                                                | <sup>(10)</sup>    | Class B<br>common<br>stock                                          | 625                                 |                     |
| Restricted<br>Stock<br>Units                        | \$ 0 <sup>(9)</sup>                                                | 11/15/2017                              |                                                             | M <sup>(2)</sup>                     | 1,875                                                                                                        | <sup>(11)</sup>                                                | <sup>(11)</sup>    | Class B<br>Common<br>Stock                                          | 1,875                               |                     |
| Restricted<br>Stock<br>Units                        | \$ 0 <sup>(9)</sup>                                                | 11/16/2017                              |                                                             | M <sup>(5)</sup>                     | 2,500                                                                                                        | <sup>(12)</sup>                                                | <sup>(12)</sup>    | Class B<br>Common<br>Stock                                          | 2,500                               |                     |
| Restricted<br>Stock<br>Units                        | \$ 0 <sup>(9)</sup>                                                | 11/16/2017                              |                                                             | M <sup>(6)</sup>                     | 1,875                                                                                                        | <sup>(13)</sup>                                                | <sup>(13)</sup>    | Class B<br>Common<br>Stock                                          | 1,875                               |                     |
| Restricted<br>Stock<br>Units                        | \$ 0 <sup>(9)</sup>                                                | 11/16/2017                              |                                                             | M <sup>(7)</sup>                     | 15,625                                                                                                       | <sup>(14)</sup>                                                | <sup>(14)</sup>    | Class B<br>Common<br>Stock                                          | 15,625                              |                     |

## Reporting Owners

| Reporting Owner Name / Address                                                                             | Relationships |           |                 |       |
|------------------------------------------------------------------------------------------------------------|---------------|-----------|-----------------|-------|
|                                                                                                            | Director      | 10% Owner | Officer         | Other |
| Nolan Mangini Siobhan<br>C/O CASTLIGHT HEALTH, INC.<br>150 SPEAR ST., SUITE 400<br>SAN FRANCISCO, CA 94105 |               |           | CFO & Treasurer |       |

## Signatures

/s/ Jennifer Chaloeintiarana, by power of attorney

11/17/2017

\_\_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.  
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.
  - (3) Represents the weighted average sales price per share. The shares sold at prices ranging from \$3.75 to \$3.775 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) 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.
  - (5) 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.
  - (6) Release and settlement of RSUs granted to the Reporting Person on July 8, 2016, the grant of which was previously reported by the Reporting Person on a Form 4.  
Represents the weighted average sales price per share. The shares sold at prices ranging from \$3.65 to \$3.775 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.
  - (7) 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 February 15, 2016 and the remainder will vest quarterly over three years thereafter in equal installments.
  - (8) 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. 25% of the RSUs vested on August 15, 2016 and the remainder will vest quarterly over three years thereafter in equal installments.
  - (9) 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. 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.
  - (10) 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.
  - (11)
  - (12)
  - (13)

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sold by the Reporting Person to cover any tax withholding obligations.

25% of the RSUs vested on August 16, 2017 and the remainder will vest quarterly over three years thereafter in equal installments.

- (14)** 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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