

Cohen Seth B.  
Form 3  
January 03, 2018

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>Â Cohen Seth B.</p> <p>(Last) (First) (Middle)</p> <p>C/O CASTLIGHT HEALTH, INC., Â 150 SPEAR ST., SUITE 400</p> <p>(Street)</p> <p>SAN FRANCISCO, Â CA Â 94105</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>01/01/2018</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>CASTLIGHT HEALTH, INC. [CSLT]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class B Common Stock	124,898	D	Â
Class B Common Stock	6,375 <sup>(1)</sup>	D	Â
Class B Common Stock	13,125 <sup>(2)</sup>	D	Â
Class B Common Stock	38,672 <sup>(3)</sup>	D	Â
Class B Common Stock	60,000 <sup>(4)</sup>	D	Â

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date <small>(Month/Day/Year)</small>	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable      Expiration Date	Title      Amount or Number of Shares			
Director Stock Option (right to buy)	Â (5)      02/23/2026	Class B Common      5,146 Stock	\$ 2.99	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cohen Seth B. C/O CASTLIGHT HEALTH, INC. 150 SPEAR ST., SUITE 400 SAN FRANCISCO, CA 94105	Â X	Â	Â	Â

## Signatures

/s/ Jennifer Chaloehtiarana, by power of attorney      01/03/2018

\_\_Signature of Reporting Person      Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) Represents an award of restricted stock units ("RSUs"). The RSUs will vest in equal quarterly installments over one year, beginning on February 17, 2018. Each RSU represents a contingent right to receive one share of the Issuer's Class B common stock upon settlement for no consideration.
  - (2) Represents an award of RSUs. The RSUs will vest in equal quarterly installments over two years, beginning on February 15, 2018. Each RSU represents a contingent right to receive one share of the Issuer's Class B common stock upon settlement for no consideration.
  - (3) Represents an award of RSUs. The RSUs will vest in equal quarterly installments over three years, beginning on February 16, 2018. Each RSU represents a contingent right to receive one share of the Issuer's Class B common stock upon settlement for no consideration.
  - (4) Represents an award of RSUs. 25% of the RSUs will vest on February 16, 2018 and the remainder will vest on each quarterly anniversary thereafter in equal installments. Each RSU represents a contingent right to receive one share of the Issuer's Class B common stock upon settlement for no consideration.
  - (5) The shares subject to the stock option will vest in 48 equal monthly installments beginning on January 24, 2018, until such time as the option is 100% vested, subject to the continuing service of the Reporting Person on each vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.