Chan M.P. Eric Form 4 November 29, 2017

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

OMB

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 4 or Form 5 obligations may continue.

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 See Instruction

1(b).

(Last)

(City)

1. Title of

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person *

Chan M.P. Eric

(First) (Middle)

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

SAN FRANCISCO, CA 94105

(State)

(Street)

2. Transaction Date 2A. Deemed

(Zip)

2. Issuer Name and Ticker or Trading

Symbol

CASTLIGHT HEALTH, INC. [CSLT]

3. Date of Earliest Transaction

(Month/Day/Year) 11/14/2017

4. If Amendment, Date Original

Filed(Month/Day/Year)

3. 4. Securities 5. Amount of (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities

> Code Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

Owned Following (A) or

Code V Amount (D) Price

OMB APPROVAL

3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner

Other (specify X_ Officer (give title below) below)

Chief Accounting Officer

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership

(I) (Instr. 4) (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

Beneficially

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

3. Transaction Date 3A. Deemed 1. Title of Derivative Conversion

5. Number of (Month/Day/Year) Execution Date, if TransactiorDerivative

6. Date Exercisable and **Expiration Date**

7. Title and Amount of 8. 1 Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)		S (I
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0 (1)	11/14/2017		A	75,000	(2)	(2)	Class B Common Stock	75,000	

Reporting Owners

Director 10% Owner Officer Other

Chan M.P. Eric C/O CASTLIGHT HEALTH, INC. 150 SPEAR ST., SUITE 400 SAN FRANCISCO, CA 94105

Chief Accounting Officer (In

Signatures

/s/ Jennifer Chaloemtiarana, by power of attorney

11/29/2017

**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) Each restricted stock unit ("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 will vest on November 16, 2018 and the remainder will vest quarterly over three years thereafter in equal installments.
- (2) 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. 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.

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