

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

FORM 8-K

Current Report Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

June 22, 2016

Date of Report (Date of earliest event reported)

CASTLIGHT HEALTH, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-36330
(Commission File Number)

26-1989091
(I.R.S. Employer
Identification Number)

**Two Rincon Center
121 Spear Street, Suite 300
San Francisco, CA 94105**
(Address of principal executive offices)

(415) 829-1400
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Directors.

On June 22, 2016, upon the recommendation of the Nominating and Governance Committee, the Board of Directors (“**Board**”) of Castlight Health, Inc. (“**Company**”) approved the appointment of Michael L. Eberhard to the Board effective immediately. Mr. Eberhard will serve as a Class III director whose current term will expire at the Company’s 2017 Annual Meeting of Stockholders when the Class III directors will next be elected by the Company’s stockholders.

There are no arrangements or understandings between Mr. Eberhard and any other persons pursuant to which Mr. Eberhard was named as a director. Mr. Eberhard is not a party to any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Mr. Eberhard’s compensation shall be consistent with the Company’s policy for incoming non-employee directors, which provides for (i) an annual cash retainer paid quarterly as described in more detail in the Company’s definitive proxy statement filed with the U.S. Securities and Exchange Commission on April 29, 2016, (ii) an initial award upon such individual’s first appointment to the Board, consisting of RSUs to acquire shares of Class B common stock calculated by dividing \$210,000 by the closing price of the Class B Common stock on the date of grant of the RSUs, and (iii) an annual equity award consisting of RSUs to acquire shares of Class B common stock calculated by dividing \$140,000 by the closing price of the Class B Common stock on the date of grant of the RSUs.

In connection with his appointment to the Board, Mr. Eberhard will execute the Company’s standard form of indemnification agreement for directors.

On June 23, 2016, the Company issued a press release announcing the appointment of Mr. Eberhard to the Board, a copy of which is attached hereto as Exhibit 99.1.

Item 5.07 Submission of Matters to a Vote of Security Holders.

The Company held its 2016 Annual Meeting of Stockholders on June 22, 2016 at the Company’s offices located at Two Rincon Center, 121 Spear Street, Suite 300, San Francisco, California, USA, 94105 (the “**Annual Meeting**”). At the Annual Meeting, the Company’s stockholders voted on two proposals, each of which is described in more detail in the Company’s definitive proxy statement filed with the U.S. Securities and Exchange Commission on April 29, 2016. Present at the Annual Meeting in person or by proxy were holders representing 93,380,793 shares of common stock, representing 96.38% of the eligible votes, constituting a quorum.

The matters described below were voted on at the Annual Meeting and the number of votes cast with respect to each matter was as indicated.

(i) Holders of the Company’s common stock voted to elect two Class II directors, each to serve until his successor has been elected and qualified or until his earlier resignation or removal as follows:

Director Name	Votes For	Votes Withheld	Broker Non-Votes	Percentage of Votes in Favor
Ed Park	75,767,992	5,568,985	12,043,816	93.15%
David Singer	76,286,321	5,050,656	12,043,816	93.79%

(ii) Holders of the Company’s common stock voted to ratify the appointment of Ernst & Young LLP as Company’s independent registered public accounting firm for the fiscal year ending December 31, 2016 as follows:

Shares Voted in Favor	96,163,690
Shares Voted Against	192,271
Shares Abstaining	24,832
Broker Non-Votes	—

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit	Description
99.1	Press Release dated June 23, 2016, entitled “Technology Industry Leader Mike Eberhard Joins Castlight Health Board of Directors”

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 23, 2016

CASTLIGHT HEALTH, INC.

By: /s/ John C. Doyle

John C. Doyle

Chief Financial Officer and Chief Operating Officer (*Principal
Financial Officer and Principal Accounting Officer*)

EXHIBIT INDEX

Exhibit	Description
99.1	Press Release dated June 23, 2016, entitled "Technology Industry Leader Mike Eberhard Joins Castlight Health Board of Directors"

Technology Industry Leader Mike Eberhard Joins Castlight Health Board of Directors

SAN FRANCISCO - June 23, 2016 - Castlight Health, Inc. (NYSE: CSLT), a leading health benefits platform provider, today announced that technology industry leader Mike Eberhard has joined its Board of Directors. Bryan Roberts, PhD, co-founder of Castlight and general partner at Venrock, remains Castlight's Chairman of the Board.

Mike Eberhard is the President of Global Distribution for Concur, the world's leading provider of integrated travel and expense management solutions and services. He joined Concur in 2003 and became President, Global Distribution in January, 2015. At Concur, he has held roles including Executive Vice President, Worldwide Sales & Business Development; Executive Vice President and General Manager, Global Accounts; and Executive Vice President and General Manager, Asia Pacific.

Prior to joining Concur, Mike was Vice President, Worldwide Sales at Xign; Vice President and General Manager for Ariba; and Vice President and General Manager, Education & Government at PeopleSoft.

"Mike brings a wealth of insight from his vast experience in managing enterprise sales and operations in high-growth technology sectors," said Giovanni Colella, M.D., co-founder and CEO of Castlight Health. "I am honored to welcome Mike to our Board and look forward to working closely with him as we continue our mission to improve outcomes, lower healthcare costs and increase benefits satisfaction."

"It is a privilege and a pleasure to be a part of the Castlight team," said Mike Eberhard. "I look forward to working with the Castlight Board and the executive team during this crucial inflection point for healthcare in the United States, and as organizations turn to technology to engage employees with their health and wellness benefits."

About Castlight Health

Our mission is to empower people to make the best choices for their health and to help companies make the most of their health benefits. We offer a health benefits platform that engages employees to make better healthcare decisions and can guide them to the right program, care, and provider. The platform also enables benefit leaders to communicate and measure their programs while driving employee engagement with targeted, relevant communications. Castlight has partnered with enterprise customers, spanning millions of lives, to improve healthcare outcomes, lower costs, and increase benefits satisfaction.

For more information visit www.castlighthealth.com. Follow us on [Twitter](#) and [LinkedIn](#) and Like us on [Facebook](#).

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