

CASTLIGHT HEALTH, INC.

Reported by
ATHENAHEALTH INC

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 06/01/15 for the Period Ending 05/28/15

Address	121 SPEAR STREET SUITE 300 SAN FRANCISCO, CA 94105
Telephone	415-671-4683
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Symbol	CSLT
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Industry	Computer Services
Sector	Technology
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FORM 4

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * ATHENAHEALTH INC (Last) (First) (Middle) 311 ARSENAL STREET (Street) WATERTOWN, MA 02472 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol CASTLIGHT HEALTH, INC. [CSLT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">5/28/2015</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	5/28/2015		C		43201	A	\$0 (1)	43201	D	
Class B Common Stock	5/28/2015		S		43201 (2)	D	\$8.89 (3)	0	D	
Class B Common Stock	5/29/2015		C		48200	A	\$0 (1)	48200	D	
Class B Common Stock	5/29/2015		S		48200 (2)	D	\$8.75 (4)	0	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class A Common Stock	\$0.0 (1) (5)	5/28/2015		C		43201	(1) (5)	(1) (5)	Class B Common Stock	43201.0	\$0 (1)	3452294	D	
Class A Common Stock	\$0.0 (1) (5)	5/29/2015		C		48200	(1) (5)	(1) (5)	Class B Common Stock	48200.0	\$0 (1)	3404094	D	

Explanation of Responses:

- (1) Each share of Class A Common Stock is convertible, at any time at the option of the holder, into one (1) share of Class B Common Stock. In addition, each share of Class A Common Stock will convert automatically into one (1) share of Class B Common Stock upon the transfer, whether or not for value, that occurs after the closing of the Issuer's initial public offering to any transferee who is not a "Permitted Transferee", as defined in the Issuer's Restated Certificate of Incorporation.
- (2) The sales reported on this Form 4 were made pursuant to a written trading plan adopted by the Reporting Person on February 27, 2015, in accordance with Rule 10b5-1.

- (3) This price represents the weighted average of sales ranging from \$8.77 to \$9.09. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
- (4) This price represents the weighted average of sales ranging from \$8.61 to \$8.91. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
- (5) Each share of Class A Common Stock will convert automatically into one (1) share of Class B Common Stock upon the earliest to occur of the following: (a) the first date on which the number of shares of Class A Common Stock then outstanding is less than 15,340,384 shares, (b) March 19, 2024, or (c) a time and date approved in writing by holders of at least a majority of the then-outstanding shares of Class A Common Stock. The shares of Class A Common Stock and Class B Common Stock have no expiration date.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ATHENAHEALTH INC 311 ARSENAL STREET WATERTOWN, MA 02472		X		

Signatures

/s/ Daniel H. Orenstein, Secretary, on behalf of athenahealth, Inc.

6/1/2015

** Signature of Reporting Person

Date

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

* 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).

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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