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# See Form 4

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## Park Ed - Castlight Health Inc - For 2014-05-15

1. **About Form 4 Filing:** Every director, officer or owner of more than ten percent of a class of equity securities registered under Section 12 of the '34 Act must file with the [U.S. Securities and Exchange Commission \(SEC\)](#) a statement of ownership regarding such security. The initial filing is on Form 3 and changes are reported on Form 4. The Annual Statement of beneficial ownership of securities is on Form 5. The forms contain information on the reporting person's relationship to the company and on purchases and sales of such equity securities.
2. Form 4 is stored in SEC's EDGAR database. EDGAR is Electronic Data Gathering, Analysis and Retrieval System. It is a registered trademark of the SEC.

"Insiders might sell their shares for any number of reasons, but they buy them for only one: they think the price will rise"  
- Peter Lynch ==>> [What is insider trading>>](#)

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# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Sect on 17(a) of the Public Utility Holding Company Act of 1935 or Sect on 30(h) of the Investment Company Act of 1940

#### OMB APPROVAL

OMB Number: 3235-0287  
Expires: November 30, 2011  
Estimated average burden hours per response... 0.5

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person <a href="#">Park Ed</a> (Last) (First) (Middle) C/O CASTLIGHT HEALTH, INC., TWO RINCON CENTER, 121 SPEAR ST., STE. 3 (Street) SAN FRANCISCO, CA94105 (City) (State) (Zip)		2. Issuer Name and Ticker or Trading Symbol CASTLIGHT HEALTH, INC. [CSLT] 3. Date of Earliest Transaction (MM/DD/YY) 05/15/2014 4. If Amendment, Date Original Filed (MM/DD/YY)		5. Relationship of Reporting Person(s) to Issuer (Check all appl cable) <input checked="" type="checkbox"/> Director 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) 6. Individual or Joint/Group Filing (Check Appl cable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
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### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (MM/DD/YY)	2A. Deemed Execution Date, if any (MM/DD/YY)	3. Transaction 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)			

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

1. Title of Derivative Security (Instr. 3)	2. Converts on or Exercise Price of Derivative Security	3. Transaction Date (MM/DD/YY)	3A. Deemed Execution Date, if any (MM/DD/YY)	4. Transaction 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 (MM/DD/YY)		7. Title and Amount of Underlying Securities (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	Expirat on Date					
Director Stock Opt on (right to buy)	\$ 15.03	05/15/2014		A		50,000	(1)	05/14/2024	Class B Common Stock	50,000	\$ 0	50,000	D

### Reporting Owners

### Signatures

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<a href="#">Park Ed</a> C/O CASTLIGHT HEALTH, INC. TWO RINCON CENTER, 121 SPEAR ST., STE. 3 SAN FRANCISCO, CA94105	X			

/s/ Charles Ott, by power of attorney

05/19/2014

Signature of Reporting Person

Date

#### Explanation of Responses:

(1) The stock opt on vests in 36 equal monthly installments beginning one month after the vesting commencement date, until such time as the option is 100% vested, subject to the continuing service of the Reporting Person on each vesting 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 Instruct on 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 Instruct on 6 for procedure.

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