CASTLIGHT HEALTH, INC.
Form DEF 14A
April 26, 2019

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
SCHEDULE 14A
(Rule 14a-101)
SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934
Filed by the Registrant þ
Filed by a Party other than the Registrant o
Check the appropriate box:
o Preliminary Proxy Statement
o Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
þ Definitive Proxy Statement
o Definitive Additional Materials
o Soliciting Material Pursuant to §240.14a-12
CASTLIGHT HEALTH, INC.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)
Payment of Filing Fee (Check the appropriate box):
þ No fee required
o Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
1) Title of each class of securities to which transaction applies:
2) Aggregate number of securities to which transaction applies:
3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
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1) Amount Previously Paid:
2) Form, Schedule or Registration Statement No.
3) Filing Party:
4) Date Filed:

April 26, 2019

To Our Stockholders,

You are cordially invited to attend the 2019 Annual Meeting of Stockholders of Castlight Health, Inc. The meeting will be held at Castlight's offices at 150 Spear Street, Suite 400, San Francisco, California 94105, on Wednesday, June 5, 2019 at 9:00 a.m. (Pacific Time).

Under the Securities and Exchange Commission rules that allow companies to furnish proxy materials to stockholders over the Internet, we have elected to deliver our proxy materials to our stockholders over the Internet. We believe that this delivery process reduces our environmental impact and lowers the costs of printing and distributing our proxy materials without impacting our stockholders' timely access to this important information. On or about April 26, 2019, we expect to mail to our stockholders a Notice of Internet Availability of Proxy Materials (the "Notice") containing instructions on how to access our proxy statement for our 2019 Annual Meeting of Stockholders and our fiscal 2018 Annual Report on Form 10-K. The Notice also provides instructions on how to vote by telephone or through the Internet and includes instructions on how to receive a paper copy of the proxy materials by mail.

The matters to be acted upon are described in the accompanying notice of annual meeting and proxy statement.

Please use this opportunity to take part in our company's affairs by voting on the business to come before the meeting. Whether or not you plan to attend the meeting, please vote on the Internet or by telephone or request, sign and return a proxy card to ensure your representation at the meeting. Your vote is important.

We hope to see you at the meeting.

Sincerely,

John C. Doyle

Chief Executive Officer

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS
FOR THE STOCKHOLDER MEETING TO BE HELD ON JUNE 5, 2019:
THIS PROXY STATEMENT AND THE ANNUAL REPORT ARE AVAILABLE AT
http://www.astproxyportal.com/ast/18865

CASTLIGHT HEALTH, INC.
150 Spear Street, Suite 400
San Francisco, California 94105

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To Our Stockholders:

NOTICE IS HEREBY GIVEN that the 2019 Annual Meeting of Stockholders of Castlight Health, Inc. ("Castlight") will be held on Wednesday, June 5, 2019, at 9:00 a.m. (Pacific Time) at Castlight's offices at 150 Spear Street, Suite 400, San Francisco, California 94105.

We are holding the meeting for the following purposes, which are more fully described in the accompanying proxy statement:

1. To elect three Class II directors of Castlight, each to serve until the 2022 annual meeting of stockholders and until his successor has been elected and qualified or until his earlier resignation or removal.
2. To ratify the appointment of Ernst & Young LLP as Castlight's independent registered public accounting firm for the fiscal year ending December 31, 2019.

In addition, stockholders may be asked to consider and vote upon such other business as may properly come before the meeting or any adjournment or postponement thereof.

Only stockholders of record at the close of business on April 18, 2019 are entitled to notice of, and to vote at, the meeting and any adjournments thereof. For ten days prior to the meeting, a complete list of the stockholders entitled to vote at the meeting will be available during ordinary business hours at our San Francisco offices for examination by any stockholder for any purpose relating to the meeting.

Your vote as a Castlight Health, Inc. stockholder is very important. With respect to all matters that will come before the meeting, each holder of shares of common stock is entitled to one vote for each share of common stock held as of the close of business on April 18, 2019, the record date. Holders of our Class A common stock and of our Class B common stock will vote together as a single class. For questions regarding your stock ownership, if you are a registered holder, you can contact our transfer agent, American Stock Transfer & Trust Company, LLC, through their website at http://www.astfinancial.com, by mail at 6201 15th Avenue, Brooklyn, NY 11219 or by phone at (800) 937-5449.

By Order of our Board of Directors,
Jennifer W. Chaloemtiarana
General Counsel and Corporate Secretary
San Francisco, California
April 26, 2019

Whether or not you expect to attend the meeting, we encourage you to read the proxy statement and vote by telephone or through the Internet or request and submit your proxy card as soon as possible, so that your shares may be represented at the meeting. For specific instructions on how to vote your shares, please refer to the section entitled "General Information About the Meeting" beginning on page 1 of the proxy statement and the instructions on the enclosed Notice of Internet Availability of Proxy Materials.

CASTLIGHT HEALTH, INC.

PROXY STATEMENT FOR 2019 ANNUAL MEETING OF STOCKHOLDERS

TABLE OF CONTENTS

CASTLIGHT HEALTH, INC.
150 Spear Street, Suite 400
San Francisco, California 94105

PROXY STATEMENT FOR THE 2019 ANNUAL MEETING OF STOCKHOLDERS

April 26, 2019

GENERAL PROXY INFORMATION

Information About Solicitation and Voting

The accompanying proxy is solicited on behalf of the Board of Directors of Castlight Health, Inc. (“we”, “us” or “Castlight”) for use at our 2019 Annual Meeting of Stockholders (the “meeting”) to be held at Castlight’s offices at 150 Spear Street, Suite 400, San Francisco, California 94105, on Wednesday, June 5, 2019, at 9:00 a.m. (Pacific Time), and any adjournment or postponement thereof. If you held shares of our common stock on April 18, 2019, (the “record date”), you are invited to attend the meeting and vote on the proposal described in this proxy statement.

Internet Availability of Proxy Materials

Under rules adopted by the U.S. Securities and Exchange Commission (the “SEC”), we are furnishing proxy materials to our stockholders via the Internet, instead of mailing printed copies of those materials to each stockholder. On or about April 26, 2019, we expect to send to our stockholders a Notice of Internet Availability of Proxy Materials (“Notice of Internet Availability”) containing instructions on how to access our proxy materials, including our proxy statement and our annual report. The Notice of Internet Availability also provides instructions on how to vote by telephone or through the Internet and includes instructions on how to receive a paper copy of the proxy materials by mail.
This process is designed to reduce our environmental impact and lowers the costs of printing and distributing our proxy materials without impacting our stockholders’ timely access to this important information. However, if you would prefer to receive printed proxy materials, please follow the instructions included in the Notice of Internet Availability.

General Information About the Meeting

Purpose of the Meeting

At the meeting, stockholders will act upon the proposals described in this proxy statement. In addition, following the meeting, management will respond to questions from stockholders.

Record Date; Quorum

Only holders of record of common stock at the close of business on April 18, 2019, the record date, will be entitled to vote at the meeting. At the close of business on April 18, 2019, we had 143,960,393 shares of common stock outstanding and entitled to vote. The holders of a majority of the voting power of the shares of stock entitled to vote at the meeting as of the record date must be present at the meeting in order to hold the meeting and conduct business. This presence is called a quorum. Your shares are counted as present at the meeting if you are present and vote in person at the meeting or if you have properly submitted a proxy.

Voting Rights; Required Vote

With respect to all matters that will come before the meeting, each holder of shares of common stock is entitled to one vote for each share of common stock held as of the close of business on April 18, 2019, the record date. Holders of our Class A common stock and of our Class B common stock will vote together as a single class. You may vote all shares owned by you as of April 18, 2019, including (1) shares held directly in your name as the stockholder of record and (2) shares held for you as the beneficial owner in street name through a broker, bank, trustee, or other nominee.

Stockholder of Record: Shares Registered in Your Name. If on April 18, 2019 your shares were registered directly in your name with our transfer agent, American Stock Transfer & Trust Company, LLC, then you are considered the stockholder of record with respect to those shares. As a stockholder of record, you may vote at the meeting or vote by telephone, through the Internet, or if you request or receive paper proxy materials by mail, by filling out and returning the proxy card.

Beneficial Owner: Shares Registered in the Name of a Broker or Nominee. If on April 18, 2019 your shares were held in an account with a brokerage firm, bank or other nominee, then you are the beneficial owner of the shares held in street name. As a beneficial owner, you have the right to direct your nominee on how to vote the shares held in your account. However, the organization that holds your shares is considered the stockholder of record for purposes of voting at the meeting. Because you are not the stockholder of record, you may not vote your shares at the meeting unless you request and obtain a valid proxy from the organization that holds your shares giving you the right to vote the shares at the meeting.

Each director will be elected by a plurality of the votes cast, which means that the three individuals nominated for election to our Board of Directors at the meeting receiving the highest number of “FOR” votes will be elected. You may either vote “FOR” all of the nominees or “WITHHOLD” your vote with respect to any of the nominees. Approval of Proposal 2 will be obtained if the number of votes cast “FOR” such proposal at the meeting exceeds the number of votes “AGAINST” such proposal. Abstentions (shares present at the meeting and voted “abstain”) are counted for purposes of determining whether a quorum is present, and have no effect on the outcome of the matters voted upon. Broker non-votes occur when shares held by a broker for a beneficial owner are not voted either because (i) the broker did not receive voting instructions from the beneficial owner, or (ii) the broker lacked discretionary authority to vote the shares. Broker non-votes are counted for purposes of determining whether a quorum is present, but have no effect on the outcome of the matters voted upon. Note that if you are a beneficial holder and do not provide specific voting instructions to your broker, the broker that holds your shares will not be authorized to vote on the election of directors. Accordingly, we encourage you to provide voting instructions to your broker, whether or not you plan to attend the meeting.

Recommendations of our Board of Directors on Each of the Proposals Scheduled to be Voted on at the Meeting

The Board of Directors recommends that you vote FOR all of the Class II directors named in this proxy statement (Proposal 1), and FOR the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2019 (Proposal 2).

Voting Instructions; Voting of Proxies

If you are a stockholder of record, you may:

- vote in person - we will provide a ballot to stockholders who attend the meeting and wish to vote in person;
- vote via telephone or via the Internet - in order to do so, please follow the instructions shown on your Notice of Internet Availability or proxy card; or

2

- vote by mail - if you request or receive a paper proxy card and voting instructions by mail, simply complete, sign and date the enclosed proxy card and return it before the meeting in the envelope provided.

Votes submitted by telephone or through the Internet must be received by 11:59 p.m., Pacific Time, on Tuesday, June 4, 2019. Submitting your proxy (whether by telephone, through the Internet or by mail if you request or received a paper proxy card) will not affect your right to vote in person should you decide to attend the meeting. If you are not the stockholder of record, please refer to the voting instructions provided by your nominee to direct it how to vote your shares. For Proposal 1, you may either vote "FOR" all of the nominees to our Board of Directors, or you may withhold your vote from any nominee you specify. For Proposal 2, you may vote "FOR" or "AGAINST" or "ABSTAIN" from voting. Your vote is important. Whether or not you plan to attend the meeting, we urge you to vote by proxy to ensure that your vote is counted.
All proxies will be voted in accordance with the instructions specified on the proxy card. If you sign a physical proxy card and return it without instructions as to how your shares should be voted on a particular proposal at the meeting, your shares will be voted in accordance with the recommendations of our Board of Directors stated above.
If you received a Notice of Internet Availability, please follow the instructions included on the notice on how to access your proxy card and vote by telephone or through the Internet. If you do not vote and you hold your shares in street name, and your broker does not have discretionary power to vote your shares, your shares may constitute "broker non-votes" (as described above) and will not be counted in determining the number of shares necessary for approval of the proposals. However, shares that constitute broker non-votes will be counted for the purpose of establishing a quorum for the meeting.
If you receive more than one proxy card or Notice of Internet Availability, your shares are registered in more than one name or are registered in different accounts. To make certain all of your shares are voted, please follow the instructions included on the Notice of Internet Availability on how to access each proxy card and vote each proxy card by telephone or through the Internet. If you requested or received paper proxy materials by mail, please complete, sign and return each proxy card to ensure that all of your shares are voted.

Expenses of Soliciting Proxies
The expenses of soliciting proxies will be paid by us. Following the original mailing of the soliciting materials, we and our agents may solicit proxies by mail, electronic mail, telephone, facsimile, by other similar means, or in person. Our directors, officers, and other employees, without additional compensation, may solicit proxies personally or in writing, by telephone, e-mail, or otherwise. Following the original mailing of the soliciting materials, we will request brokers, custodians, nominees and other record holders to forward copies of the soliciting materials to persons for whom they hold shares and to request authority for the exercise of proxies. In such cases, Castlight, upon the request of the record holders, will reimburse such holders for their reasonable expenses. If you choose to access the proxy materials or vote through the Internet, you are responsible for any Internet access charges you may incur.

Revocability of Proxies
A stockholder of record who has given a proxy may revoke it at any time before it is exercised at the meeting by:
- delivering to our Corporate Secretary (by any means) a written notice stating that the proxy is revoked;
- signing and delivering a proxy bearing a later date; or
- attending and voting at the meeting (although attendance at the meeting will not, by itself, revoke a proxy).

Please note, however, that if your shares are held of record by a broker, bank or other nominee and you wish to revoke a proxy, you must contact that firm to revoke any prior voting instructions.

Electronic Access to the Proxy Materials

3

The Notice of Internet Availability will provide you with instructions regarding how to:
- view our proxy materials for the meeting through the Internet; and
- instruct us to send our future proxy materials to you electronically by email.

Choosing to receive your future proxy materials by email will reduce the impact of our annual meetings of stockholders on the environment and lower the costs of printing and distributing our proxy materials. If you choose to receive future proxy materials by email, you will receive an email next year with instructions containing a link to those materials and a link to the proxy voting site. Your election to receive proxy materials by email will remain in effect until you terminate it.

Voting Results

Voting results will be tabulated and certified by the inspector of elections appointed for the meeting. The final results will be tallied by the inspector of elections and filed with the SEC in a Current Report on Form 8-K within four business days of the meeting.

CORPORATE GOVERNANCE STANDARDS AND DIRECTOR INDEPENDENCE

We are strongly committed to good corporate governance practices. These practices provide an important framework within which our Board of Directors and management can pursue our strategic objectives for the benefit of our stockholders.

Corporate Governance Guidelines

Our Board of Directors has adopted Corporate Governance Guidelines that set forth expectations for directors, director independence standards, board committee structure and functions, and other policies for the governance of Castlight. Our Corporate Governance Guidelines are available on the Investor Relations section of our website, which is located at http://ir.castlighthealth.com/investor-relations/corporate-governance/governance-documents/, by clicking on “Corporate Governance Guidelines,” under “Governance Documents.” The Corporate Governance Guidelines are reviewed at least annually by our Nominating and Corporate Governance Committee, and changes are recommended to our Board of Directors as warranted.

Board of Directors Leadership Structure

Our Corporate Governance Guidelines provide that our Board of Directors believes that it is in the best interests of Castlight for the roles of Chairperson and Chief Executive Officer to be separated. Maintaining separate roles of Chairperson and Chief Executive Officer provides us with optimally effective leadership. Our Chairperson’s duties include, among other things, the nonexclusive authority to preside over meetings of the stockholders and the Board of Directors (including non-executive directors of our Board of Directors) and to hold such other powers and carry out such other duties as are also granted to the Chairperson of our Board of Directors. Our Corporate Governance Guidelines also provide that the independent directors may, if deemed advisable, select a “Lead Independent Director.”

Role of the Board of Directors in Risk Oversight

One of the key functions of our Board of Directors is informed oversight of our risk management process. Our Board of Directors does not have a standing risk management committee, but rather administers this oversight function directly as a whole, as well as through various standing committees of our Board of Directors that address risks inherent in their respective areas of oversight. In particular, our Board of Directors is responsible for monitoring and assessing strategic risk exposure and our Audit Committee has the responsibility to consider and discuss our major financial risk exposures and the steps our management has taken to monitor and control these exposures, including guidelines and policies to govern the process by which risk assessment and management are undertaken. The Audit Committee also monitors security management, including our cybersecurity efforts, and compliance with legal and regulatory requirements. Our Compensation and Talent Committee assesses and monitors whether any of our compensation policies and programs has the potential to encourage excessive risk-taking and reviews the steps management has taken to monitor or mitigate compensation-related risk exposures.

Independence of Directors

Our Board of Directors determines the independence of our directors by applying the independence principles and standards established by the New York Stock Exchange, or NYSE. These provide that a director is independent only if our Board of Directors affirmatively determines that the director has no direct or indirect material relationship with our company. They also specify various relationships that preclude a determination of director independence. Material relationships may include commercial, industrial, consulting, legal, accounting, charitable, family and other business, professional and personal relationships.

Applying these standards, our Board of Directors annually reviews the independence of Castlight's directors, taking into account all relevant facts and circumstances. In its most recent review, our Board of Directors considered, among other things, the relationships that each non-employee director has with our company and all other facts and circumstances our Board of Directors deemed relevant in determining their independence, including the beneficial ownership of our capital stock by each non-employee director.

Based upon this review, our Board of Directors has determined that the following director nominees and members of our Board of Directors are currently independent as determined under the rules of the NYSE:

Michael Eberhard	Bryan Roberts
David Ebersman	David B. Singer
Ed Park	Judith K. Verhave
	Kenny Van Zant

Committees of Our Board of Directors

Our Board of Directors has established an Audit Committee, a Compensation and Talent Committee, and a Nominating and Corporate Governance Committee. The composition and responsibilities of each committee are described below. Also, from time to time the Board may identify special committee to manage certain discreet subject areas as needed. Copies of the charters for each standing committee are available, without charge, upon request in writing to Castlight Health, Inc., 150 Spear Street, Suite 400, San Francisco, California 94105, Attn: General Counsel or by clicking on "Corporate Governance" in the investor relations section of our website, http://ir.castlighthealth.com/investor-relations/investors-overview/. Members serve on these committees until their resignations or until otherwise determined by our Board of Directors.

Audit Committee

Our Audit Committee is comprised of Mr. Eberhard, Mr. Park and Mr. Singer. Mr. Park is the chairman of the Audit Committee. The composition of our Audit Committee meets the requirements for independence under the current NYSE and SEC rules and regulations. Each member of our Audit Committee is financially literate. In addition, our Board of Directors has determined that Mr. Singer is an "audit committee financial expert" as defined in Item 407(d)(5)(ii) of Regulation S-K promulgated under the Securities Act. This designation does not impose on him any duties, obligations or liabilities that are greater than are generally imposed on members of our Audit Committee and our Board of Directors. Our Audit Committee is directly responsible for, among other things:

- selecting a firm to serve as the independent registered public accounting firm to audit our financial statements;
- ensuring the independence of the independent registered public accounting firm;
- discussing the scope and results of the audit with the independent registered public accounting firm, and reviewing, with management and that firm, our interim and year-end operating results;
- establishing procedures for employees to submit, anonymously, concerns about questionable accounting or audit matters;
- considering the adequacy of our internal controls and internal audit function;
- reviewing material related party transactions or those that require disclosure;
- approving or, as permitted, pre-approving all audit and non-audit services to be performed by the independent registered public accounting firm; and

6

- monitoring security management and compliance with other legal and regulatory requirements.

Compensation and Talent Committee

Our Compensation and Talent Committee is comprised of Mr. Ebersman, Ms. Verhave, and Mr. Van Zant. Mr. Ebersman is the chairman of our Compensation and Talent Committee. The composition of our Compensation and Talent Committee meets the requirements of independence under the NYSE rules and regulations. Each member of this committee is a non employee director, as defined pursuant to Rule 16b 3 promulgated under the Exchange Act, and an outside director, as defined pursuant to Section 162(m) of the Internal Revenue Code of 1986, as amended.

Our Compensation and Talent Committee is responsible for, among other things:

- reviewing and approving, or recommending that our Board of Directors approve, the compensation of our executive officers;
- reviewing and approving, or recommending that our Board of Directors approve, the compensation of our directors;
- administering our stock and equity incentive plans;
- reviewing and approving, or making recommendations to our Board of Directors with respect to, incentive compensation and equity plans; and
- reviewing our overall compensation philosophy.

Nominating and Corporate Governance Committee

Our Nominating and Corporate Governance Committee is comprised of Dr. Roberts, Mr. Singer, and Ms. Verhave. Dr. Roberts is the chairman of our Nominating and Corporate Governance Committee. The composition of the Nominating and Corporate Governance Committee meets the requirements of independence under the NYSE rules and regulations. The committee is responsible for, among other things:

- identifying and recommending candidates for membership on our Board of Directors;
- reviewing and recommending our corporate governance guidelines and policies;
- reviewing proposed waivers of the code of conduct for directors and executive officers;
- overseeing the process of evaluating the performance of our Board of Directors; and
- assisting our Board of Directors on corporate governance matters.

The charters of our Audit, Compensation and Talent, and Nominating and Corporate Governance Committees are posted on our website at http://ir.castlighthealth.com/investor-relations/corporate-governance/governance-documents/.

Compensation and Talent Committee Interlocks and Insider Participation

The members of our Compensation and Talent Committee during 2018 were Mr. Ebersman, Mr. Van Zant, and Dr. Roberts. None of the members of our Compensation and Talent Committee in 2018 was at any time during 2018 or at any other time an officer or employee of Castlight or any of our subsidiaries, and except as disclosed below, none had or have any relationships with Castlight that are required to be disclosed under Item 404 of Regulation S-K.

None of our executive officers has served as a member of the board of directors, or as a member of the compensation or similar committee, of any entity that has one or more executive officers who served on our Board of Directors or Compensation and Talent Committee during 2018.

Board and Committee Meetings and Attendance

During 2018, (1) our Board of Directors held five meetings and acted by unanimous written consent five times, (2) the Audit Committee held six meetings and acted by unanimous written consent one time, (3) the Compensation and Talent Committee held seven meetings and acted by unanimous written consent four times, and (4) the Nominating and Corporate Governance Committee held two meetings and acted by unanimous written consent one time. During 2018, each member of our Board of Directors participated in at least 75% of the aggregate of all meetings of our Board of Directors and the aggregate of all meetings of committees on which such member served, that were held during the period in which such director served during 2018.

Director Attendance at Annual Stockholders' Meeting

It is our policy that directors are invited and encouraged to attend the annual meeting of stockholders in person. Two of our nine directors at the time attended our 2018 Annual Meeting of Stockholders.

Presiding Director of Non-Employee Director Meetings

The non-employee directors meet in regularly scheduled executive sessions without management to promote open and honest discussion. Our Chairperson, Dr. Roberts, is the presiding director at these meetings.

Code of Business Conduct

We have adopted codes of business conduct that applies to all of our directors, officers and employees. Our Code of Business Conduct is posted on the investor relations section of our website located at http://ir.castlighthealth.com/investor-relations/investors-overview/, by clicking on "Corporate Governance." Any amendments or waivers of our Code of Business Conduct pertaining to a member of our Board of Directors or one of our executive officers will be disclosed on our website at the above-referenced address.

NOMINATIONS PROCESS AND DIRECTOR QUALIFICATIONS

Nomination to our Board of Directors

Candidates for nomination to our Board of Directors are selected by our Board of Directors based on the recommendation of the Nominating and Corporate Governance Committee in accordance with the committee's charter, our certificate of incorporation and bylaws, our Corporate Governance Guidelines, and the criteria adopted by our Board of Directors regarding director candidate qualifications. In recommending candidates for nomination, the Nominating and Corporate Governance Committee considers candidates recommended by directors, officers, employees, stockholders and others, using the same criteria to evaluate all candidates. Evaluations of candidates generally involve a review of background materials, internal discussions and interviews with selected candidates as appropriate and, in addition, the Nominating and Corporate Governance Committee may engage consultants or third-party search firms to assist in identifying and evaluating potential nominees.

The Nominating and Corporate Governance Committee considers stockholder recommendations for director candidates. The Nominating and Corporate Governance Committee has established the following procedure for stockholders to submit director nominee recommendations:

- Our bylaws establish procedures pursuant to which a stockholder may nominate a person for election to our Board of Directors;
- If a stockholder would like to recommend a director candidate for the next annual meeting, he or she must submit the recommendations by mail to our Corporate Secretary at our principal executive offices, not less than 75 or more than 105 days prior to the first anniversary of the previous year's annual meeting;
- Recommendations for a director candidate must be accompanied by all information relating to such person as would be required to be disclosed in solicitations of proxies for election of such nominee as a director pursuant to Regulation 14A under the Securities Exchange Act of 1934, including such person's written consent to being named in the proxy statement as a nominee and to serve as a director if elected;
- The Nominating and Corporate Governance Committee considers nominees based on our need to fill vacancies or to expand our Board of Directors, and also considers our need to fill particular roles on our Board of Directors or committees thereof (e.g. independent director, Audit Committee financial expert, etc.); and
- The Nominating and Corporate Governance Committee evaluates candidates in accordance with its charter and policies regarding director qualifications, qualities and skills discussed above.

Please see the “Additional Information” section at the end of this proxy statement for details concerning the stockholder proposal process for the 2019 Annual Meeting of Stockholders.

Director Qualifications

The goal of the Nominating and Corporate Governance Committee is to ensure that our Board of Directors possesses a variety of perspectives and skills derived from high-quality business and professional experience. The Nominating and Corporate Governance Committee seeks to achieve a balance of knowledge, experience and capability on our Board of Directors. To this end, the Nominating and Corporate Governance committee seeks nominees on the basis of, among other things, independence, integrity, diversity, skills, financial and other expertise, breadth of experience, knowledge about Castlight's business or industry and willingness and ability to devote adequate time and effort to Board of Directors responsibilities in the context of the existing composition, other areas that are expected to contribute to the Board of Directors’ overall effectiveness and needs of the Board of Directors and its committees. Although the Nominating and Corporate Governance Committee uses these and other criteria to evaluate potential nominees, we have no stated minimum criteria for nominees. In addition, while the Nominating and Corporate Governance Committee does not have a formal policy with respect to diversity, the Nominating and Corporate Governance Committee values members who represent diverse viewpoints. The Nominating and Corporate Governance Committee does not use different standards to evaluate nominees depending on whether they are proposed by our directors and management or by our stockholders. When appropriate, the Nominating and Corporate Governance Committee may retain executive recruitment firms to assist it in identifying suitable candidates. After its evaluation of potential nominees, the Nominating and Corporate Governance Committee submits its chosen nominees to our Board of Directors for approval. The brief biographical description of each director set forth in Proposal No. 1 below includes the primary individual experience, qualifications, attributes and skills of each of our directors that led to the conclusion that each director should serve as a member of our Board of Directors at this time.

PROPOSAL NO. 1
ELECTION OF DIRECTORS

Our Board of Directors currently consists of nine directors and is divided into three classes with each class serving for three years, and with the terms of office of the respective classes expiring in successive years. Directors in Class II will stand for election at this meeting. The terms of office of directors in Class III and Class I do not expire until the annual meetings of stockholders held in 2020 and 2021, respectively. At the recommendation of our Nominating and Corporate Governance Committee, our Board of Directors proposes that each of the Class II nominees named below be elected as a Class II director for a three-year term expiring at the 2022 Annual Meeting of Stockholders and until such director's successor is duly elected and qualified or until such director's earlier resignation or removal.
Shares represented by proxies will be voted "FOR" the election of each of the three nominees named below, unless the proxy is marked to withhold authority to so vote. If any nominee for any reason is unable to serve or for good cause will not serve, the proxies may be voted for such substitute nominee as the proxy holder might determine. Each nominee has consented to being named in this proxy statement and to serve if elected.

Information Regarding Nominees and Continuing Directors
Nominees to our Board of Directors

The nominees, their ages and their length of service on our Board of Directors as of April 23, 2019 are provided in the table below. Additional occupational and biographical descriptions of each nominee are set forth in the text below the table. These descriptions include the experience, qualifications, qualities and skills of each of our nominees that led to the conclusion that each director should serve as a member of our Board of Directors at this time.

Name of Director/Nominee	Age	Director Since
Ed Park [(1)]	44	April 2014
David B. Singer[(1)(3)]	56	June 2010
Judith K. Verhave[(2)(3)]	62	June 2018

(1) Member of the Audit Committee
(2) Member of the Compensation and Talent Committee
(3) Member of the Nominating and Corporate Governance Committee

Ed Park has served as a director of Castlight since April 2014 and is the CEO of Devoted Health, a position he has held since March 2017. Prior to his role with Devoted Health, he served as Executive Vice President and COO of athenahealth, Inc. from July 2010 to March 2017, and as Chief Technology Officer from March 2007 to June 2010 and as Chief Software Architect from 1998 to March 2007. He also currently serves on the board of athenahealth and on the Massachusetts Governors Council for IT Initiative. Mr. Park obtained a Bachelor of Arts magna cum laude from Harvard College in Computer Science. Mr. Park brings to our Board of Directors his years of experience overseeing technology and operations at a cloud-based services and mobile applications company in the health care industry which make him well suited for service on our Board of Directors.

David B. Singer has served on our Board of Directors since June 2010. Mr. Singer has held various positions at Maverick Capital Ltd. or its affiliates, an investment firm, since December 2004, including Managing Partner of Maverick Ventures since February 2015. Previously, Mr. Singer served as the founding President and Chief Executive Officer of three health care companies. He has also served on the board of directors of Pacific Biosciences of California, Inc. from December 2006 to May 2013, Affymetrix, Inc. from 1993 to 2008, Corcept Therapeutics Incorporated from 1998 to 2008 and Oscient Pharmaceuticals Corporation from 2004 to 2006. Mr. Singer has also served as the senior financial officer of two publicly traded companies. Mr. Singer serves on the boards of several private health care companies. Mr. Singer served as a health commissioner of San Francisco and a member of the San Francisco General Hospital Joint Conference Committee from July 2013 to January 2017. Mr. Singer holds a B.A. in History from Yale University and an M.B.A. from Stanford University. Mr. Singer's extensive executive experience and his financial and

accounting experience with both public and private companies, including those in the health care industry, make him well suited for service on our Board of Directors.

Judith K. Verhave has served as a director of Castlight since June 2018. Prior to that, Ms. Verhave served for ten years as Executive Vice President, Global Head of Compensation and Benefits of BNY Mellon, where she was responsible for the design and delivery of compensation, benefits, and well-being for the company's 50,000-person global workforce. From 1989 to 2008, she held a number of human resources leadership positions at Fidelity Investments, including the role of Executive Vice President, Global Head of Compensation and Benefits from 2003 to 2008. From March 2015 to July 2018, Ms. Verhave served as the chairwoman of the the National Business Group on Health, a non-profit association of more than 420 large, U.S. employers who provide health coverage for more than 55 million U.S. workers, retirees and their families. She is a member of the board of governors, a member of the Executive Committee and the Chair of the HR Committee of the Handel & Haydn Society. She is also a member of the Human Resources Policy Institute. Ms. Verhave holds a B.A. from Carleton College in Northfield, Minnesota. She is an advisory board member for each of Quantum Health, Maven, Big Health and the Employee Benefits Consulting Group. Ms. Verhave's expertise in benefit design and management at the executive level makes her well suited for service on our board of directors.

OUR BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” ELECTION OF
EACH OF THE THREE NOMINATED DIRECTORS.

Continuing Directors

The directors who are serving for terms that end following the meeting, and their ages and their length of service on our Board of Directors as of April 18, 2019, are provided in the table below. Additional occupational and biographical descriptions of each such director are set forth in the text below the table. These descriptions include the primary individual experience, qualifications, qualities and skills of each of our nominees that led to the conclusion that each director should serve as a member of our Board of Directors at this time.

Name of Director	Age	Director Since
Class III Directors - Terms Expiring 2020:		
John C. Doyle	50	April 2017
David Ebersman(2)	49	July 2011
Michael Eberhard(1)	53	June 2016
Class I Directors - Terms Expiring 2021:		
Seth Cohen	39	January 2018
Bryan Roberts, Ph.D.(3)	52	April 2008
Kenny Van Zant(2)	48	August 2016

(1) Member of the Audit Committee
(2) Member of the Compensation and Talent Committee
(3) Member of the Nominating and Corporate Governance Committee

Seth Cohen has served on our Board of Directors since January 2018. Mr. Cohen the co-founder and president of Ooda Health, a healthcare payer administration company, which he co-founded in 2018. Previously, Mr. Cohen served as Castlight's vice president, sales and alliances from 2010 to 2017. Prior to joining Castlight, Mr. Cohen served as a consultant for McKinsey & Company, a consulting firm, as a member of their healthcare payer and provider practice from 2008 to 2010. Mr. Cohen holds an MBA from the Harvard Business School, an MPH from the Harvard Kennedy School, and a BA in International Relations from Stanford University. Mr. Cohen's history with the company, experience in the digital healthcare market and insight into customer needs qualify him to make valuable contributions to the Board of Directors.

John C. Doyle has served as Chief Executive Officer and as a director since April 2017. He previously served as President from July 2016 until April 2017 and as Chief Operating Officer from November 2015 until April 2017. Mr. Doyle also served as Chief Financial Officer, Vice President and Treasurer from November 2012 until July 2016. Mr. Doyle has been a member of the board of directors of Achaogen since November 2012 and a member of its compensation committee since January 2016. Mr. Doyle holds a B.S. in Business Administration from California Polytechnic State University, San Luis Obispo, and an M.B.A. from the Haas School of Business at the University of California, Berkeley. Mr. Doyle’s experience with our operations and strategy make him well-suited for serving on our Board of Directors.

Michael Eberhard has served as a director of Castlight since June 2016 and is the President of Concur, the world's leading provider of integrated travel and expense management solutions and services. He joined Concur in 2003 and became President in November 2016. 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. Mr. Eberhard brings to our Board of Directors deep experience in business, sales, operations and strategic planning.

David Ebersman has served as a director of Castlight since July 2011. Mr. Ebersman is currently CEO of Lyra Health, Inc., a health care information technology company focused on behavioral health. Previously, Mr. Ebersman served as the Chief Financial Officer of Facebook, Inc., from 2009 through 2014. Prior to joining Facebook, Mr. Ebersman served in various positions at Genentech, Inc., a biotechnology company, including as its Executive Vice President and Chief Financial Officer, Senior Vice President, Product Operations, and Vice President, Product Development. Prior to joining Genentech, Mr. Ebersman was a research analyst at Oppenheimer & Company, Inc., an investment company. Mr. Ebersman has been a member of the board of directors of SurveyMonkey, Inc. since June 2015. Mr. Ebersman holds an A.B. in International Relations and Economics from Brown University and was selected for a Henry Crown Fellowship in 2000. Mr. Ebersman brings to our Board of Directors over twenty years of business, operations, strategic planning and financial experience with leading companies, such as Genentech and Facebook.

Bryan Roberts, Ph.D. co-founded Castlight in 2008, served as a director from 2008 to 2010 and has served as the Chairman of Castlight's Board of Directors since 2010. Dr. Roberts joined Venrock, a venture capital firm, in 1997, where he currently serves as a Partner. Dr. Roberts currently serves as the Chairman of the board of directors of Achaogen, Inc. as well as a director on the boards of several private companies. Dr. Roberts previously served on the board of directors of athenahealth, Inc. from 1999 to 2009, XenoPort, Inc. from 2000 to 2007 and Sirna Therapeutics, Inc. from 2003 to 2007, Vitae Pharmaceuticals from 2001 to 2016, Zeltiq Aesthetics, Inc. from 2008 to 2016, Ironwood Pharmaceuticals, Inc. from 2001 to 2016 and Hua Medicine from 2010 to 2018. From 1989 to 1992, Dr. Roberts worked in the corporate finance department of Kidder, Peabody & Co., a brokerage company. Dr. Roberts received a B.A. in Chemistry from Dartmouth College and a Ph.D. in Chemistry and Chemical Biology from Harvard University. Dr. Roberts' experiences with facilitating the growth of health care, health care IT and biotechnology companies, together with his historical perspective of Castlight, make him uniquely qualified to serve on our Board of Directors.

Kenny Van Zant has served on our Board of Directors since August 2016. He previously served as the Head of Business at Asana, the creator of cloud-based SaaS project management tools, where he led all business functions, including sales, marketing, customer support and finance. Prior to his role at Asana, Mr. Van Zant was the Senior Vice President, Chief Product Strategist at SolarWinds, where he led marketing and products. He has also held business and marketing leadership roles at Motive, BroadJump and Cisco Systems. He also serves as a board member for Puppet, Idera and Itential. Mr. Van Zant's deep experience in business, sales, marketing and strategic planning make him well suited for service on our Board of Directors.

There are no familial relationships among our directors and officers.

Director Compensation Policy

The following table provides the total compensation for each person who served as a non-employee member of our Board of Directors during 2018, including all compensation awarded to, earned by or paid to each person who served as a non-employee director for some portion or all of 2018.

2018 Director Compensation Table

Name	Fees Earned or Paid in Cash ($)	Stock Awards ($)(1)	All Other Compensation ($)(2)	Total ($)
Bryan Roberts	72,500	139,996	—	212,496
Seth Cohen	30,000	349,996	2,086	382,082
Michael Eberhard	41,000	139,996	4,357	185,353
David Ebersman	40,000	139,996	—	179,996
Ed Park	49,000	139,996	7,850	196,846
David B. Singer	41,000	139,996	1,036	182,032
Kenny Van Zant	35,000	139,996	—	174,996
Judith K. Verhave	16,833 (3)	210,000	5,464	232,297

(1) Amounts listed under the "Stock Awards" and "Option Awards" columns represent the aggregate fair value amount computed as of the grant date of each award during 2018 in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 718. The fair value of these awards is based on the closing price of Class B common stock on the grant date. As required by SEC rules, the amounts shown exclude the impact of estimated forfeitures related to service-based vesting conditions. Our directors will only realize compensation from these stock awards to the extent that they satisfy service-based vesting conditions in the terms of the RSUs. For information regarding the number of awards held by each non-employee director as of December 31, 2018, see the table below.

(2) Represents reimbursement for travel expenses.

(3) Represents pro-rated portion of fees earned by Ms. Verhave after she joined our Board of Directors on June 8, 2018.

Each person who served as a non-employee member of our Board of Directors during 2018 held the following aggregate number of shares of our Class A Common Stock and Class B Common Stock subject to outstanding stock options or restricted stock units as of December 31, 2018:

Name	Number of Securities Underlying Stock Options Held	Number of Securities Underlying Restricted Stock Units Held
Bryan Roberts	25,000	16,092
Seth Cohen	4,334	118,400
Michael Eberhard	—	23,905
David Ebersman	285,973	16,092
Ed Park	50,000	16,092
David B. Singer	25,000	16,092
Kenny Van Zant	—	28,683
Judith K. Verhave	—	46,667

Annual Retainer Fees. For 2018, our non-employee directors were compensated as follows:

- $30,000 annual cash retainer;
- $30,000 for the independent chair of our Board of Directors;
- $19,000 for the chair of the Audit Committee and $8,000 for each of its other members;
- $10,000 for the chair of the Compensation and Talent Committee and $5,000 for each of its other members; and
- $7,500 for the chair of the Nominating and Corporate Governance Committee and $3,000 for each of its other members.
- $15,000 for the Lead Independent Director, if any.

Equity Awards. Our non-employee director equity compensation policy provides that each newly-elected or appointed non-employee director will be granted an initial restricted stock unit award to acquire shares of Class B common stock calculated by dividing $210,000 by the closing price of Class B common stock on the date of grant of the restricted stock unit award. Following each annual meeting of our stockholders, each non-employee director will automatically be granted an additional annual restricted stock unit award 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 restricted stock unit award. Awards granted to non-employee directors under the policy described above will accelerate and vest in full in the event of a change of control. In addition to the awards provided for above, non-employee directors are eligible to receive discretionary equity awards.

Non-employee directors receive no other form of remuneration, perquisites or benefits other than as described above, but are reimbursed for their reasonable travel expenses incurred in attending our Board of Directors and Committee meetings.

PROPOSAL NO. 2

RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Our Audit Committee has selected Ernst & Young LLP as our principal independent registered public accounting firm to perform the audit of our consolidated financial statements for fiscal year ending December 31, 2019. As a matter of good corporate governance, our Audit Committee has decided to submit its selection of principal independent registered public accounting firm to stockholders for ratification. In the event that Ernst & Young LLP is not ratified by our stockholders, our Audit Committee will review its future selection of Ernst & Young LLP as our principal independent registered public accounting firm.

Ernst & Young LLP audited our financial statements for our 2018 fiscal year. Representatives of Ernst & Young LLP are expected to be present at the meeting, in which case they will be given an opportunity to make a statement at the meeting if they desire to do so, and will be available to respond to appropriate questions.

Principal Accountant Fees and Services

We regularly review the services and fees from our independent registered public accounting firm. These services and fees are also reviewed with our Audit Committee annually. In accordance with standard policy, Ernst & Young LLP periodically rotates the individuals who are responsible for our audit.

In addition to performing the audit of our consolidated financial statements, Ernst & Young LLP provided various other services during 2018 and 2017. Our Audit Committee has determined that Ernst & Young LLP's provisioning of these services, which are described below, does not impair Ernst & Young LLP's independence from us. The aggregate fees billed for 2018 and 2017 for each of the following categories of services are as follows (in thousands):

	2018	2017
Audit fees(1)	$2,179	$1,843
Audit related fees(2)	—	395
Tax fees(3)	—	—
All other fees(4)	—	—
Total fees	$2,179	$2,238

(1) "Audit fees" include fees for professional services rendered in connection with the audit of our annual financial statements, review of our quarterly financial statements and advisory services on accounting matters that were addressed during the annual audit and quarterly review. This category also includes fees for services that were incurred in connection with statutory and regulatory filings or engagements, such as consents and review of documents filed with the SEC.

(2) "Audit related fees" include fees for professional services rendered that are reasonably related to the performance of the audit or review of our consolidated financial statements including subscription for the online library of accounting research literature.

(3) "Tax fees" include fees for tax compliance and advice. Tax advice fees encompass a variety of permissible services, including technical tax advice related to federal and state income tax matters; assistance with sales tax; and assistance with tax audits.

(4) "All other fees" consist of the aggregate fees billed for products and services provided by Ernst & Young LLP, other than included in "Audit Fees," "Audit Related Fees" and "Tax Fees."

Policy on Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of Independent Registered Public Accounting Firm

Our Audit Committee's policy is to pre-approve all audit and permissible non-audit services provided by the independent registered public accounting firm regarding the extent of services provided by the independent registered public accounting firm in accordance with this pre-approval, and the fees for the services performed to date. These services may include audit services, audit related services, tax services and other services. Pre-approval is detailed as to the particular service or category of services and is generally subject to a specific budget. The independent registered public accounting firm and management are required to periodically report to the Audit Committee regarding the extent of services provided by the independent registered public accounting firm in accordance with this pre-approval, and the fees for the services performed to date.

All of the services relating to the fees described in the table above were approved by our Audit Committee.

OUR BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR”
THE RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The following table sets forth certain information with respect to the beneficial ownership of our common stock as of March 31, 2019, by:

- each person, or group of affiliated persons, known by us to be the beneficial owner of more than 5% of our common stock;
- each of our directors;
- each of our named executive officers; and
- all of our directors and executive officers as a group.

Percentage ownership of our common stock is based on 36,137,783 shares of Class A common stock and 107,817,933 shares of Class B common stock outstanding on March 31, 2019. We have determined beneficial ownership in accordance with the rules of the SEC, and thus it represents sole or shared voting or investment power with respect to our securities. Unless otherwise indicated below, to our knowledge, the persons and entities named in the table have sole voting and sole investment power with respect to all shares that they beneficially owned, subject to community property laws where applicable. We have deemed shares of our common stock subject to (i) options that are currently exercisable or that will vest and become exercisable within 60 days of March 31, 2019, and (ii) restricted stock units that will vest within 60 days of March 31, 2019, to be outstanding and to be beneficially owned by the person holding the option for the purpose of computing the percentage ownership of that person, but have not treated them as outstanding for the purpose of computing the percentage ownership of any other person.

Unless otherwise indicated, the address of each of the individuals and entities named below that owns 5% or more of our common stock is c/o Castlight Health, Inc., 150 Spear Street, Suite 400, San Francisco, California 94105.

	Shares Beneficially Owned				
	Class A		Class B		
Name of Beneficial Owner	Shares	%	Shares	%	% Total Voting Power (1)
5% or Greater Stockholders					
Giovanni M. Colella (2)	5,125,847	14.18	—	*	3.56
Entities affiliated with FMR LLC (3)	5,342,250	14.78	15,247,019	14.14	14.30
Entities affiliated with Maverick Capital Ltd. (4)	7,216,028	19.97	1,788,304	1.66	6.25
Entities affiliated with Oak Investment Partners XII, Limited Partnership (5)	—	—	6,027,622	5.59	4.19
Entities affiliated with Venrock (6)	15,568,571	43.08	5,365,423	4.97	14.54
The Wellcome Trust Limited as trustee of the Wellcome Trust (7)	—	—	6,650,096	6.17	4.62
BlackRock, Inc. (8)	—	—	6,614,210	6.13	4.59
The Vanguard Group (9)	—	—	5,398,317	5.01	3.75
Neil Gagnon (10)	—	—	5,185,776	4.81	3.60
Directors and Named Executive Officers:					
John C. Doyle (11)	870,000	2.35	817,691	*	1.16
Derek Newell (12)	—	—	134,616	*	*
Maeve O'Meara(13)	71,500	*	357,721	*	*
Neeraj Gupta (14)	—	—	294,630	*	*
Seth Cohen (15)	—	—	284,231	*	*
Michael Eberhard (16)	—	—	104,980	*	*
David Ebersman (17)	260,973	*	134,668	*	*
Ed Park (18)	—	—	159,668	*	*
Bryan Roberts (19)	15,568,571	43.08	5,365,423	4.97	14.54
David B. Singer (20)	—	—	134,668	*	*
Kenny Van Zant (21)	—	—	112,081	*	*
Judith Verhave	—	—	13,999	*	*
All executive officers and directors as a group (14 persons) (22)	16,819,211	44.99	8,179,049	7.52	17.10

*Represents beneficial ownership of less than 1% of our outstanding shares of common stock.

(1) Percentage of total voting power represents voting power with respect to all shares of Class A and Class B common stock, as a single class. Generally, the holders of Class B common stock and Class A common stock are entitled to one vote per share. However, holders of Class A common stock are entitled to ten votes per share in certain circumstances, if submitted to a vote of stockholders, including: (i) adoption of a merger or consolidation agreement involving Castlight; (ii) a sale, lease or exchange of all or substantially all of Castlight's property and assets; (iii) a dissolution or liquidation of Castlight; and (iv) on every matter, if and when any individual, entity or "group" (as such term is used in Regulation 13D of the Exchange Act) has, or has publicly disclosed (through a press release or a filing with the SEC) an intent to have, beneficial ownership of 30% or more of the number of outstanding shares of Class A common stock and Class B common stock, combined. Holders of shares of Class A common stock and Class B common stock vote together as a single class on all matters (including those set forth in this report) submitted to a vote of stockholders, unless otherwise required by our certificate of incorporation or bylaws. The Class B common stock is convertible at any time by the holder into shares of Class A common stock on a share-for-share basis.

(2) Consists of (a) 4,455,766 shares of Class A common stock held directly by the Giovanni and Vanessa Colella Revocable Living Trust dated 11/26/05, of which Dr. Colella is a co-trustee, (b) 509,638 shares of Class A common stock held directly by The Vanessa Stevens Colella 2016 Grantor Retained Annuity Trust I, of which

Vanessa Colella is trustee, and (c) 160,443 shares of Class A common stock held directly by The Vanessa Stevens Colella 2016 Grantor Retained Annuity Trust II, of which Vanessa Colella is trustee.

(3) Shares owned are as of December 31, 2018, according to a Schedule 13G/A filed with the SEC on February 13, 2019. FMR LLC has sole power to vote or direct the vote of 3,450,108 shares and the sole power to dispose or direct the disposition of all 20,589,269 shares. Members of the family of Abigail P. Johnson, Director, the Vice Chairman, the Chief Executive Officer and the President of FMR LLC, are the predominant owners, directly or through trusts, of Series B voting common shares of FMR LLC, representing 49% of the voting power of FMR LLC. The Johnson family group and all other FMR LLC Series B shareholders have entered into a shareholders' voting agreement under which all Series B voting common shares will be voted in accordance with the majority vote of Series B voting common shares. Accordingly, through their ownership of voting common shares and the execution of the shareholders' voting agreement, members of the Johnson family may be deemed, under the Investment Company Act of 1940, to form a controlling group with respect to FMR LLC. Neither FMR LLC nor Abigail P. Johnson has the sole power to vote or direct the voting of the shares owned directly by the Fidelity Funds, which power resides with the Funds' Boards of Trustees. Fidelity Management & Research Company carries out the voting of the shares under written guidelines established by the Fidelity Funds' Boards of Trustees. The address for FMR LLC is 245 Summer Street, Boston, Massachusetts, 00210.

(4) Shares owned are as of December 31, 2018, according to a Schedule 13G/A filed with the SEC on February 14, 2019. These securities consist of (a) 7,216,028 shares of Class A common stock, (b) 1,755,258 shares of Class B common stock, (c) options exercisable for 25,000 shares of Class B common stock within 60 days of March 31, 2019 and (d) 8,046 shares of Class B common stock issuable upon the settlement of restricted stock units within 60 days of March 31, 2019. Maverick Capital, Ltd. ("Maverick Capital") is an investment adviser registered under Section 203 of the Investment Advisers Act of 1940 and, as such, may be deemed to have beneficial ownership of such shares through the investment discretion it exercises over its clients' accounts. Maverick Capital Management, LLC is the General Partner of Maverick Capital. Lee S. Ainslie III is the manager of Maverick Capital Management, LLC. Andrew H. Warford serves as the Chairman of the Stock Committee of Maverick Capital. The address for Maverick Capital is 1900 N. Pearl Street, 20th Floor, Dallas, TX 75201. Mr. Singer is a managing director of Maverick Capital.

(5) Shares owned are as of December 31, 2018, according to a Schedule 13G/A filed with the SEC on January 28, 2019. These securities consist of (a) 5,958,872 shares of Class B common stock held directly by Oak Investment Partners XII, Limited Partnership, and (b) options to acquire 68,750 shares of Class B common stock which may be deemed to be held by Ann Lamont on behalf of Oak Investment Partners XII, Limited Partnership. Ann Lamont, Bandel L. Carano, Edward F. Glassmeyer, Fredric W. Harman, and Grace A. Ames collectively serve as managing members of Oak Associates XII, LLC, the General Partner of Oak Investment Partners XII, L.P. Such Managing Members have shared voting and investment control over all of the shares held by Oak Investment Partners XII, L.P. The address of Oak Investment Partners XII, L.P. is 901 Main Avenue, Suite 600, Norwalk, CT 06851.

(6) Shares of Class A common stock owned are as of April 3, 2017, according to a Schedule 13D/A filed with the SEC on April 12, 2017. Shares of Class B common stock owned are as of June 20, 2018, according to a Form 4 filed with the SEC on June 22, 2018. These securities consist of (a) 14,047,522 shares of Class A common stock, held directly by Venrock Associates V, L.P., (b) 330,053 shares of Class A common stock, held directly by Venrock Entrepreneurs Fund V, L.P. (c) 1,190,996 shares of Class A common stock, held directly by Venrock Partners V, L.P., (d) 1,133,948 shares of Class B common stock, held directly by Venrock Associates V, L.P., (e) 26,643 shares of Class B common stock held directly by Venrock Entrepreneurs Fund V, L.P., (f) 96,139 shares of Class B common stock held directly by Venrock Partners V, L.P., (g) 3,677,257 shares of Class B Common Stock held by Venrock Associates VI, L.P., and (h) 288,722 shares of Class B Common Stock held by Venrock Partners VI, L.P. Dr. Roberts is also the beneficial holder of 109,668 shares of Class B Common Stock, options exercisable for 25,000 shares of Class B common stock within 60 days of March 31, 2019 and 8,046 shares of Class B common stock issuable upon the settlement of restricted stock units within 60 days of March 31, 2019. Dr. Roberts is a member of the general partners of Venrock Associates V, L.P., Venrock Entrepreneurs Fund V, L.P. and Venrock Partners V, LP, and as such, he may be deemed to have voting and investment power with respect to these shares. The address of the entities affiliated with Venrock is 3340 Hillview Avenue, Palo Alto, CA 94304.

(7)

Shares owned are as of December 31, 2018, according to a Schedule 13G/A filed with the SEC on February 6, 2019. These securities are owned directly by The Wellcome Trust Limited, as trustee of the Wellcome Trust. The address for The Wellcome Trust Limited, as trustee of the Wellcome Trust is 215 Euston Road, London NW1 2BE, United Kingdom.

(8) Shares owned are as of December 31, 2018, according to a Schedule 13G/A filed with the SEC on February 8, 2019. These securities are owned directly by BlackRock, Inc. The address for BlackRock, Inc. is 55 East 52nd Street, New York, NY 10055.

(9) Shares owned are as of December 31, 2018, according to a Schedule 13G/A filed with the SEC on February 11, 2019. These securities are owned directly by The Vanguard Group. The address for The Vanguard Group is 100 Vanguard Blvd., Malvern, PA 19355.

(10) Shares owned are as of December 31, 2018, according to a Schedule 13G filed with the SEC on February 14, 2019. Neil Gagnon has sole voting and dispositive power over 433,050 shares of Class B common stock. In addition, Mr. Gagnon has shared voting power over 4,679,825 shares of common stock and shared dispositive power over 4,752,726 shares of common stock. Mr. Gagnon is the managing member and principal owner of Gagnon Securities LLC ("GS"), an investment adviser registered with the U.S. Securities and Exchange Commission ("SEC") under the Investment Advisers Act of 1940, as amended (the "Advisers Act"), and a registered broker-dealer, in its role as investment manager to several customer accounts, foundations, partnerships and trusts (collectively, the "Accounts") to which it furnishes investment advice. GS and Mr. Gagnon may be deemed to share voting power with respect to 2,855,746 shares of common stock held in the Accounts and dispositive power with respect to 2,911,904 shares of common stock held in the Accounts. GS and Mr. Gagnon expressly disclaim beneficial ownership of all securities held in the Accounts. Mr. Gagnon is also the Chief Executive Officer of Gagnon Advisors, LLC ("Gagnon Advisors"), an investment adviser registered with the SEC under the Advisers Act. Mr. Gagnon and Gagnon Advisors, in its role as investment manager to Gagnon Investment Associates, LLC ("GIA"), a private investment fund, may be deemed to share voting and dispositive power with respect to the 2,122,194 shares of common stock held by GIA. Gagnon Advisors and Mr. Gagnon expressly disclaim beneficial ownership of all securities held by GIA. The address for Mr. Gagnon is 1370 Ave. of the Americas, 24th Floor, New York, NY 10019.

(11) Consists of (a) 304,130 shares of Class B common stock held directly by Mr. Doyle, (b) options exercisable for 870,000 shares of Class A common stock within 60 days of March 31, 2019, (c) options exercisable for 454,999 shares of Class B common stock within 60 days of March 31, 2019 and (d) 58,562 shares of Class B common stock issuable upon the settlement of restricted stock units within 60 days of March 31, 2019.

(12) Shares owned are as of November 21, 2017 according to a Form 4 filed by Mr. Newell on November 23, 2017.

(13) Consists of (a) 201,539 shares of Class B common stock held directly by Ms. O’Meara, (b) options exercisable for 71,500 shares of Class A common stock within 60 days of March 31, 2019, (c) options exercisable for 100,744 shares of Class B common stock within 60 days of March 31, 2019 and (d) 55,438 shares of Class B common stock issuable upon the settlement of restricted stock units within 60 days of March 31, 2019.

(14) Consists of (a) 255,255 shares of Class B common stock held directly by Mr. Gupta, and (b) 39,375 shares of Class B common stock issuable upon the settlement of restricted stock units within 60 days of March 31, 2019.

(15) Consists of (a) 261,715 shares of Class B common stock held directly by Mr. Cohen, (b) options exercisable for 542 shares of Class B common stock within 60 days of March 31, 2019 and (c) 22,574 shares of Class B common stock issuable upon the settlement of restricted stock units within 60 days of March 31, 2019.

(16) Consists of (a) 96,934 shares of Class B common stock held directly by Mr. Eberhard and (b) 8,046 shares of Class B common stock issuable upon the settlement of restricted stock units within 60 days of March 31, 2019.

(17) Consists of (a) 101,622 shares of Class B common stock held directly by Mr. Ebersman, (b) options exercisable for 260,973 shares of Class A common stock within 60 days of March 31, 2019, (c) options exercisable for 25,000 shares of Class B common stock within 60 days of March 31, 2019 and (d) 8,046 shares of Class B common stock issuable upon the settlement of restricted stock units within 60 days of March 31, 2019.

(18) Consists of (a) 101,622 shares of Class B common stock held directly by Mr. Park, (b) options exercisable for 50,000 shares of Class B common stock within 60 days of March 31, 2019 and (c) 8,046 shares of Class B common stock issuable upon the settlement of restricted stock units within 60 days of March 31, 2019.

(19) See Footnote 6. Dr. Roberts is a member of the general partners of Venrock Associates V, L.P., Venrock Entrepreneurs Fund V, L.P., Venrock Partners V, LP, Venrock Associates VI, L.P. and Venrock Partners VI, L.P. and as such, he may be deemed to have voting and investment power with respect to these shares. Dr. Roberts is also the beneficial holder of 109,668 shares of Class B

Common Stock, options exercisable for 25,000 shares of Class B common stock within 60 days of March 31, 2019 and 8,046 shares of Class B common stock issuable upon the settlement of restricted stock units within 60 days of March 31, 2019.

(20) Consists of (a) 101,622 shares of Class B common stock held directly by Mr. Singer, (b) options exercisable for 25,000 shares of Class B common stock within 60 days of March 31, 2019 and (c) 8,046 shares of Class B common stock issuable upon the settlement of restricted stock units within 60 days of March 31, 2019.

(21) Consists of (a) 99,838 shares of Class B common stock held directly by Mr. Van Zant and (b) 12,243 shares of Class B common stock issuable upon the settlement of restricted stock units within 60 days of March 31, 2019.

(22) Consists of (a) 15,568,571 shares of Class A common stock, (b) 7,212,217 shares of Class B common stock, (c) options exercisable for 1,250,640 shares of Class A common stock within 60 days of March 31, 2019, (d) options exercisable for 690,909 shares of Class B common stock within 60 days of March 31, 2019 and (e) 275,923 shares of Class B common stock issuable upon the settlement of restricted stock units within 60 days of March 31, 2019.

Executive Officers

The following table provides information regarding our executive officers as of April 18, 2019:

Name	Age	Position
Executive Officers:		
John C. Doyle	50	Chief Executive Officer and Director
Siobhan Nolan Mangini	38	Chief Financial Officer
Eric Chan	43	Chief Accounting Officer
Maeve O'Meara	37	Executive Vice President, Product and Customer Experience
Neeraj Gupta	47	Executive Vice President, Engineering

For information regarding Mr. Doyle, please refer to "Proposal No. 1-Election of Directors-Information Regarding Nominees and Continuing Directors" above.

Siobhan Nolan Mangini has served as Chief Financial Officer since July 2016. Prior to that she served as Vice President, Finance & Business Operations, from October 2015 to July 2016. She joined Castlight in February 2012 and previously served as Senior Director, Financial Planning & Business Operations, from November 2014 to September 2015, and as Director, Strategy & Business Development, from February 2012 to September 2014. Prior to joining Castlight, she worked at Bain & Company, a management consulting company, from 2009 to January 2012, working in the health care and private equity practices. Ms. Nolan Mangini holds a B.S. in Economics from The Wharton School at University of Pennsylvania, an M.B.A. from the Graduate School of Business at Stanford University, and an M.P.A. from The Kennedy School of Government at Harvard University. Ms. Nolan Mangini is a CFA charterholder.

Eric Chan, C.P.A., has served as Chief Accounting Officer since he joined Castlight in August 2017. Most recently, Mr. Chan was VP, Corporate Controller at SugarCRM, a software company, from November 2015 to August 2017. From April 2012 to November 2015, Mr. Chan was with Twitter, a social media company, where he was Assistant Controller. Earlier in his career, Mr. Chan served in several audit roles at PricewaterhouseCoopers LLP and KPMG LLP for over 10 years. Mr. Chan is a certified public accountant and holds a degree in Accounting and Finance from Monash University, Australia.

Maeve O’Meara has served as Executive Vice President, Product and Customer Experience since June 2018. Ms. O’Meara joined Castlight in 2010, and previously served as Castlight’s Chief Product Officer and Senior Vice President of Products. Prior to joining Castlight, Ms. O’Meara was a venture capital investor at Highland Capital Partners, a venture capital firm, where she focused on investments in healthcare IT and services and the consumer internet markets. Ms. O’Meara holds an M.B.A. from Stanford Graduate School of Business and a B.A. in Economics from the University of Virginia.

Neeraj Gupta has served as Executive Vice President, Engineering since June 2018, and joined Castlight in August 2016. Before joining Castlight, Mr. Gupta served as Senior Vice President, Product and Engineering at Apcera, Inc., a cloud computing company. Prior to Apcera, Mr. Gupta served as Senior Vice President, Product and Engineering at Appcelerator, an enterprise mobile, analytics and cloud platform company. Mr. Gupta holds a bachelor's degree in Computer Science from I.E.T. India and a master's degree in business administration from the Haas School of Business, University of California Berkeley.

EXECUTIVE COMPENSATION DISCUSSION AND ANALYSIS

The following tables and accompanying narrative provide information about the compensation provided to the following individuals who were executive officers as of December 31, 2018, or, in the case of Mr. Newell, served as our President for part of the year, and to whom we refer collectively in this report as the "named executive officers":

- John C. Doyle, our Chief Executive Officer and Director;
- Derek Newell, who served as our President and Director until June 11, 2018;
- Maeve O'Meara, our Executive Vice President, Product and Customer Experience; and
- Neeraj Gupta, our Executive Vice President of Engineering

We operate in a highly competitive business environment, which is characterized by frequent technological advances, rapidly changing market requirements, and the emergence of new market entrants. To succeed in this environment, we must continually develop and refine new and existing products and services, devise new business models, and demonstrate an ability to quickly identify and capitalize on new business opportunities. To achieve these objectives, we need a highly talented and seasoned team of technical, sales, marketing, operations, and other business professionals.

We compete with many other companies in seeking to attract and retain a skilled management team. To meet this challenge, we have embraced a compensation philosophy of offering our executive officers competitive compensation and benefits packages that are focused on long-term value creation and rewarding them for achieving our financial and strategic objectives. This focus on long-term value creation results in our program having a heavy weighting toward equity compensation. In 2018, we provided a significant portion of our executives' target compensation in the form of time-vesting restricted stock unit awards and performance-based restricted stock unit awards. We rely more heavily on equity compensation to ensure that a significant portion of a named executive officer's realizable compensation opportunity is related to factors that directly and indirectly influence stockholder value. Equity participation establishes a sense of ownership and aligns executives' interests with those of other stockholders.

Moreover, certain of our named executive officers received substantial proportion of their equity-based compensation in the form of performance-based restricted stock unit awards. An executive receiving a performance-based restricted stock unit award may realize varying degrees of compensation from a performance-based award if certain company performance objectives are met or exceeded, and lower or no realization at all if company performance falls below certain pre-determined thresholds. The performance-based restricted stock unit awards were granted with a target number of shares reflected in the Summary Compensation Table footnotes, and actual realization on the awards, if any, could range, in some cases, from 50% of target up to 150% of target depending on performance achievement including satisfaction of certain minimum performance thresholds to be achieved during calendar year 2018. In addition, the number of shares subject to these awards to be earned based on performance achievement were, in some cases, subject to further time-based vesting of approximately two years after the earned number of shares was determined. We continued our emphasis on performance-based equity awards for 2018 and granted certain of our executive officers a greater proportion of their equity in the form of performance-based restricted stock unit awards.

We observe the following core principles in formulating our compensation policies and making compensation decisions:

- creating a direct and meaningful link between company business results, individual performance, and rewards;
- providing for significant differentiation in compensation opportunities for performance that is below, at, and above target levels;
- providing equity awards that establish a clear alignment between the interests of our executive officers and our stockholders;
- ensuring that compensation plans and arrangements are simple to communicate and understand; and
- offering total compensation that is competitive and fair.

2018 Summary Compensation Table

The following table presents summary information regarding the total compensation awarded to, earned by, or paid to each of the named executive officers for services rendered in all capacities for 2016, 2017 and 2018.

Name and Principal Position	Fiscal Year	Base Salary ($)	Non-Equity Incentive Plan Compensation ($)(1)	Bonus ($)	Option Awards ($)(2)	Stock Awards ($)(2)	All Other Compensation ($)	Total ($)
John C. Doyle	2018	393,833	186,118	—	—	1,944,000(5)	42,641(12)	2,566,592
Chief Executive Officer	2017	362,750	263,000	—	412,760	1,080,000(6)	2,329(13)	2,120,839
	2016	350,000	—	—	412,673	1,950,500(7)	2,435(14)	2,715,608
Derek Newell	2018	260,767	63,454	—	—	2,134,998(8)	531,406(15)	2,990,625
Former President(3)	2017	275,250	263,000	—	412,760	1,255,320(9)	5,747(16)	2,212,077
Maeve O'Meara Executive Vice President, Product and Customer Experience	2018	357,580	180,000	75,000(4)	—	2,369,000(10)	16,219(17)	2,997,799
Neeraj Gupta Executive Vice President, Engineering	2018	340,833	150,000	—	—	1,254,600(11)	8,810(18)	1,754,243

(1) The amounts reported in the Non-Equity Incentive Plan Compensation column represent the cash incentive bonus paid under our incentive bonus plan for executive officers. Achievement under our incentive bonus plan takes into consideration corporate performance as well as individual performance. For 2016, Mr. Doyle was eligible to receive incentive cash bonuses, based on our achievement of certain strategic objectives, including objectives relating to customer acquisition and retention, new product introduction and operational metrics as determined by the Compensation and Talent Committee. Mr. Doyle's target bonus was 75% of base salary. The Compensation and Talent Committee did not approve a bonus for Mr. Doyle, as Mr. Doyle elected to forgo any bonus amount prior to determination of bonus amounts by the Compensation and Talent Committee. For 2017, each of the executives was eligible to receive incentive cash bonuses, based on our achievement of certain strategic objectives, including objectives relating to customer acquisition and retention, new product introduction and operational metrics as determined by the Compensation and Talent Committee. In 2017, each of Mr. Doyle and Mr. Newell's target bonus was 75% of base salary. Based on our and the individuals' achievement toward the foregoing objectives, the Compensation and Talent Committee approved a bonus of 100% of the target amount for each of Mr. Doyle and Mr. Newell. For 2018, each of the executives was eligible to receive incentive cash bonuses, based on our achievement of certain strategic objectives, including objectives relating to product development, integration, and customer acquisition and retention. For 2018, achievement under our incentive bonus plan takes into consideration individual performance as well as corporate strategic objectives. Beginning in 2018, we pay bonuses for our named executive officers twice per year, with bonuses for first half and second half performance paid separately. In measuring bonus attainment, the Company weighs first half performance as 40% of the total annual bonus amount and weighs second half performance as 60% of the total annual bonus amount. Our Compensation and Talent Committee determined our first half 2018 achievement to be 89.3% of certain specified targets and our full year 2018 achievement to be 70% of such targets. In 2018, Mr. Doyle and Mr. Newell's target bonus amounts were 89% of base salary. Ms. O'Meara's target bonus amount was 50% of base salary for January through May 2018 and 60% of base salary from June through December 2018 (due to a promotion), and was pro-rated accordingly. Mr. Gupta's 2018 target bonus amount was 50% of base salary. As a result, and based upon its analysis of individual performance, including with respect to product launches and revenue targets, the Compensation and Talent Committee approved the following amounts for 2018: for Mr. Newell, 50% of target bonus amount for the first half only, prior to his

resignation; for Mr. Doyle: 52% of target bonus amount; for Ms. O'Meara: 93% of target bonus amount; and for Mr. Gupta: 88% of target bonus amount.

(2) The amounts reported in the Option Awards and Stock Awards columns represent the grant date fair value and includes time-based and performance-based restricted stock units, as applicable, granted to the named executive officers during 2016, 2017 and 2018 as computed in accordance with ASC 718. The assumptions used in calculating the grant date fair value of the stock options reported in the Option Awards column are set forth in Note 12 to the audited consolidated financial statements included in the applicable Annual Report on Form 10-K. Note that the amounts reported in this column reflect the accounting cost for these stock options, and do not correspond to the actual economic value that may have been received by the named executive officers from the options.

(3) Mr. Newell was appointed President effective April 3, 2017, and on June 11, 2018, he resigned as President and from our board.

(4) Represents payment of the second half of a one-time bonus awarded to Ms. O'Meara that was to be paid in two annual installments subject to her continued employment at Castlight, in connection with an arrangement approved by the Compensation Committee on in May 2016.

(5) Represents the target value of 380,000 time-based restricted stock unit awards and 160,000 performance-based restricted stock unit awards. See the 2018 Outstanding Equity at Fiscal-Year End Table below for details on the vesting terms of these awards. The maximum achievable value of the performance-based restricted stock unit awards, assuming 150% attainment of the performance-based award target, was $864,000. It was subsequently determined that the performance threshold for the attainment of the performance-based award was not met; therefore, the performance-based award was canceled and no value for that award was achieved.

(6) Represents the target value of 300,000 performance-based restricted stock unit awards. See the 2018 Outstanding Equity at Fiscal Year-End Table below for details on the vesting terms of these awards. The maximum achievable value of the performance-based restricted stock unit awards, assuming 150% attainment of the performance-based award target, was $1,620,000. It was subsequently determined that the performance threshold for the attainment of the performance-based award was not met; therefore, the performance-based award was canceled and no value for that award was achieved.

(7) Represents the target value of 425,000 time-based restricted stock unit awards and 125,000 performance-based restricted stock unit awards. See the 2018 Outstanding Equity at Fiscal-Year End Table below for details on the vesting terms of these awards. The maximum achievable value of the performance-based restricted stock unit awards, assuming 150% attainment of the performance-based award target, was $560,625. It was subsequently determined that the performance threshold for the attainment of the performance-based award was not met; therefore, the performance-based award was canceled and no value for that award was achieved.

(8) Represents the target value of 433,055 time-based restricted stock unit awards and 160,000 performance-based restricted stock unit awards. See the 2018 Outstanding Equity at Fiscal-Year End Table below for details on the vesting terms of these awards. The maximum achievable value of the performance-based restricted stock unit awards, assuming 150% attainment of the performance-based award target, was $864,000. It was subsequently determined that the performance threshold for the attainment of the performance-based award was not met; therefore the performance-based award was canceled and no value for that award was achieved.

(9) Represents the target value of 48,700 time-based restricted stock unit awards and 300,000 performance-based restricted stock unit awards. See the 2018 Outstanding Equity at Fiscal-Year End Table below for details on the vesting terms of these awards. The maximum achievable value of the performance-based restricted stock unit awards, assuming 150% attainment of the performance-based award target, was $1,620,000. It was subsequently determined that the performance threshold for the attainment of the performance-based award was not met; therefore, the performance-based award was canceled and no value for that award was achieved.

(10) Represents the target value of 500,000 time-based restricted stock unit awards, 50,000 performance-based restricted stock unit awards in which the employee could vest up to 150% of the granted shares based on performance (the "150% PSUs") and 100,000 performance-based restricted stock unit awards in which the employee could vest up to 100% of the granted shares based on

performance (the "100% PSUs"). See the 2018 Outstanding Equity at Fiscal-Year End Table below for details on the vesting terms of these awards. The maximum achievable value of the 50,000 150% PSUs, assuming 150% attainment of the performance-based award target, was $277,500. It was subsequently determined that the performance threshold for the attainment of the 150% PSUs was not met; therefore the performance-based award was canceled and no value for that award was achieved. Based on separate performance metrics, the 100% PSUs were determined to have vested as follows: 17,500 (70% achievement) for the first quarter, 25,000 (100% achievement) for the second quarter, 25,000 (100% achievement) for the third quarter and 25,000 (100% achievement) for the fourth quarter.

(11) Represents the target value of 230,000 time-based restricted stock unit awards, 33,000 performance-based restricted stock unit awards in which the employee could vest up to 150% of the granted shares based on performance (the "150% PSUs") and 100,000 performance-based restricted stock unit awards in which the employee could vest up to 100% of the granted shares based on performance (the "100% PSUs"). See the 2018 Outstanding Equity at Fiscal-Year End Table below for details on the vesting terms of these awards. The maximum achievable value of the 33,000 150% PSUs, assuming 150% attainment of the performance-based award target, was $183,150. It was subsequently determined that the performance threshold for the attainment of the 150% PSUs was not met; therefore the performance-based award was canceled and no value for that award was achieved. Based on separate performance metrics, the 100% PSUs were determined to have vested as follows: 17,500 (70% achievement) for the first quarter, 25,000 (100% achievement) for the second quarter, 25,000 (100% achievement) for the third quarter and 25,000 (100% achievement) for the fourth quarter.

(12) Represents contributions to the officer's 401(k) plan account of $4,695, President's Club travel of $870, long-term disability and short-term disability premiums of $1,060, membership dues of $147, and $1,493 for subscriptions, $34,355 for car service and travel awards worth $21.

(13) Represents contributions to the officer's 401(k) plan account of $2,000 and reimbursement of $329 for third-party professional services.

(14) Represents contributions to the officer’s 401(k) plan account.

(15) Represents severance of $522,148, long-term disability and short-term disability premiums of $722, contributions to the officer's 401(k) plan account of $5,500, President's Club travel of $2,447, cell phone allowance of $520 and travel awards worth $69.

(16) Represents contributions to the officer's 401(k) plan account of $4,906 and reimbursement of $780 for cell phone allowance and $61 for subscriptions.

(17) Represents contributions to the officer's 401(k) plan account of $5,500, President's Club travel of $2,677 and expense reimbursement of $61, long-term disability and short-term disability premiums of $959, cell phone allowance of $4,554, handset allowance of $929, $1,319 for subscriptions and travel awards worth $220.

(18) Represents contributions to the officer's 401(k) plan account of $5,500, long-term disability and short-term disability premiums of $916, travel awards worth $75, $1,319 for cell phone allowance and $1,000 for handset allowance.

2018 Outstanding Equity Awards at Fiscal Year-End Table

The following table presents, for each of the named executive officers, information regarding outstanding stock options and other equity awards held as of December 31, 2018.

	Option Awards						Stock Awards			
Name	Grant Date	Vesting Commencement Date	Option Awards - Number of Securities Underlying Unexercised Options (#) Exercisable	Option Awards - Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Awards - Option Exercise Price ($)	Option Awards - Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested ($)[1]	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market Value of Unearned Shares, Units or Other Rights That Have Not Vested ($)[1]
John C. Doyle	2/12/2013	11/5/2012	870,000	—	1.12	2/11/2023				
	3/13/2014	3/1/2014	200,000		16.00	3/12/2024				
	6/17/2015	5/15/2015					16,500 (2)	35,805		
	2/26/2016	2/16/2016					39,063 (2)	84,767		
	7/8/2016	8/16/2016					131,250 (2)	284,813		
	7/8/2016	7/8/2016	130,000	95,000 (3)	4.01	7/7/2026				
	5/4/2017	5/4/2017	79,166	120,834 (3)	3.60	5/3/2017				
	2/18/2018	2/16/2018					308,750 (4)	669,988		
	2/18/2018	2/16/2018							160,000 (5)	347,200
Derek Newell	—									
Maeve O'Meara	9/15/2010	8/2/2010	30,000	—	0.79	9/14/2020				
	10/12/2011	8/16/2011	5,000	—	0.85	10/11/2021				
	11/8/2012	11/8/2012	9,000	—	1.09	11/7/2022				
	2/12/2013	11/1/2012	7,500	—	1.12	2/11/2023				
	10/25/2013	10/23/2013	20,000	—	2.35	10/24/2023				
	3/13/2014	3/1/2014	15,000		16.00	3/12/2024				
	5/15/2015	2/15/2015					9,000 (6)	19,530		
	11/16/2015	11/16/2015					14,250 (2)	30,923		
	2/24/2016	2/24/2016	8,499	6,501 (7)	2.99	2/23/2026				
	2/24/2016	2/24/2016	8,499	6,501 (7)	2.99	2/23/2026				
	2/24/2016	2/24/2016	70,830	54,170 (7)	2.99	2/23/2026				
	2/24/2016	2/16/2016					1,563 (2)	3,392		
	5/16/2016	5/16/2016					46,875 (8)	101,719		
	5/16/2016	5/16/2016					125,000 (9)	271,250		
	3/7/2017	2/16/2017					28,125 (2)	61,031		
	3/16/2018	2/16/2018					162,500 (4)	352,625		
	3/16/2018	2/16/2018							50,000 (5)	108,500

	3/16/2018	12/31/2017	66,600	(10)	144,522				
	6/11/2018	5/16/2018	175,000	(4)	379,750				
	8/15/2018	8/15/2018				25,000	(11)	54,250	
	11/14/2018	11/14/2018				25,000	(12)	54,250	
Neeraj Gupta	8/10/2016	8/16/2016	175,000	(2)	379,750				
	3/7/2017	2/16/2017	28,125	(2)	61,031				
	3/16/2018	2/16/2018	105,625	(4)	229,206				
	3/16/2018	12/31/2017	33,333	(10)	72,333				
	3/16/2018	2/16/2018				33,000	(5)	71,610	
	8/15/2018	8/15/2018				25,000	(11)	54,250	
	9/17/2018	8/16/2018	46,875	(4)	101,719				
	11/14/2018	11/14/2018				25,000	(12)	54,250	

28

(1) Market value of the shares is based on the closing price of Class B common stock on December 31, 2018 of $2.17.

(2) These restricted stock units vest (a) with respect to 25% of the underlying shares of Class B common stock on the one-year anniversary of the holder's vesting commencement date, (b) with respect to the remaining underlying shares, in 12 substantially equal installments upon the completion of each additional quarter year of service thereafter.

(3) This stock option vests (a) with respect to 20% of the underlying shares of Class B common stock on the one-year anniversary of the holder's vesting commencement date and (b) with respect to the remaining underlying shares, in 36 substantially equal installments each consisting of 2.2222% of the underlying shares of Class B common stock upon the holder's completion of each additional consecutive month of service thereafter.

(4) These restricted stock units vest in 16 substantially equal installments each consisting of 6.25% of the underlying shares of Class B common stock upon the holder's completion of each quarter year of service following the holder's vesting commencement date.

(5) Upon satisfaction of certain performance criteria relating to business performance, these restricted stock units will vest in eight substantially equal installments each consisting of 1.25% of the underlying shares of Class B common stock upon the holder's completion of each quarter year of service following the holder's vesting commencement date.

(6) These restricted stock units vest (a) with respect to 25% of the underlying shares of Class B common stock on the nine-month anniversary of the holder's vesting commencement date, (b) with respect to the remaining underlying shares, in 12 substantially equal installments upon the completion of each additional quarter year of service thereafter.

(7) This stock option vests in 60 substantially equal installments each consisting of 1.6667% of the underlying shares of Class B common stock upon the holder's completion of each additional consecutive month of service thereafter.

(8) These restricted stock units vest (a) with respect to 25% of the underlying shares of Class B common stock on the one-year anniversary of the holder's vesting commencement date, (b) with respect to the remaining underlying shares, in 8 substantially equal installments upon the completion of each additional quarter year of service thereafter.

(9) These restricted stock units vest in full on the four-year anniversary of the holder's vesting commencement date.

(10) These restricted stock units vest in 3 substantially equal installments each consisting of 33.3% of the underlying shares of Class B common stock upon the holder's completion of each year of service following the holder's vesting commencement date.

(11) Upon satisfaction of certain performance criteria relating to product launch, functionality and hosting, these restricted stock units vested in full on February 18, 2019.

(12) Upon satisfaction of certain performance criteria relating to product functionality and platform migration, these restricted stock units will vest in full on May 15, 2019.

Securities Authorized for Issuance under Equity Compensation Plans

The following table includes information as of December 31, 2018 for our equity compensation plans:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	15,793,825 (1)	$ 2.65 (2)	16,430,749 (3)
Equity compensation plans not approved by security holders	N/A	N/A	N/A
Total	15,793,825	$ 2.65	16,430,749

(1) Includes 9,528,602 shares subject to restricted stock units.

(2) The weighted average exercise price relates solely to outstanding stock option shares since shares subject to restricted stock units have no exercise price.

(3) Includes 6,000,000 shares of common stock that remain available for purchase under the 2014 Employee Stock Purchase Plan, for which the Company has not yet commenced an initial purchasing period. Additionally, there are 10,430,749 shares of common stock that remain available for purchase under our 2014 Equity Incentive Plan. Additionally, our 2014 Equity Incentive Plan provides for annual increases in the number of shares available for issuance under it on January 1 of each of the calendar years during the term of the Plan by 5% of the number of shares of common stock issued and outstanding on each December 31 of the immediately prior year or such lesser amount determined by our Board of Directors. Similarly, our 2014 Employee Stock Purchase Plan provides for automatic annual increases in the number of shares available for issuance under it on January 1 of each of the calendar years during the term of the Plan by 1% of the number of shares of common stock issued and outstanding on each December 31 of the immediately prior year or such lesser amount determined by the Board of Directors. Because we have not commenced our initial purchasing period, no increases have occurred.

Employment Arrangements

We entered into employment offer letters with Mr. Doyle, Mr. Newell, Ms. O'Meara and Mr. Gupta in connection with their respective commencement dates of employment. Each of these offer letters was negotiated on our behalf by our CEO, with the oversight and approval of our Board of Directors and our Compensation and Talent Committee. Mr. Newell's employment offer letter was amended on June 11, 2018, at which time he resigned from our board of directors and as President.

Typically, these arrangements provided for at-will employment and included the named executive officer’s initial base salary, a discretionary annual incentive bonus opportunity, and standard employee benefit plan participation. These arrangements also provided for a recommended stock option grant to be submitted to our Compensation and Talent Committee, for approval, with an exercise price, in the case of stock options, equal to the fair market value of our common stock on the date of grant and subject to our specified vesting requirements. These offers of employment were each subject to execution of our standard confidential information and invention assignment agreement.

Potential Payments upon Termination or Change in Control

Under the terms of our 2008 Stock Incentive Plan and our 2014 Equity Incentive Plan, and the Jiff, Inc. 2010 Stock Plan each named executive officer who is terminated other than for cause may exercise any previously-vested stock options that he or she held at the time of termination for a period of three months following the termination date. If a named executive officer is terminated for cause, all stock options held by such officer terminate as of the date of termination. For more information about the named executive officers' outstanding equity awards as of December 31, 2018, see "2018 Outstanding Equity Awards at Fiscal Year-End Table" above.

We entered into retention agreements with certain of our executive officers, including our named executive officers, which provide such officers for the following benefits upon a qualifying termination, which means a termination by us without cause or a termination by the executive for good reason (as such terms are defined in the retention agreement), outside of a change in control (as such term is defined in the retention agreement) in exchange for a customary release of claims: (i) a lump sum severance payment of 12 months of base salary to our Chief Executive Officer and our former President and up to nine months to our other executive officers, including our other named executive officers, and (ii) payment of premiums for continued medical benefits (or equivalent cash payment if applicable law so requires) for up to 12 months to our Chief Executive Officer and our former President and up to nine months to other executive officers, including our other named executive officers. If the executive officer is subject to a qualifying termination within the three months preceding a change in control (but after a legally binding and definitive agreement for a potential change of control has been executed) or within the 12 months following a change in control, the retention agreements provide the following benefits in exchange for a customary release of claims: (i) a lump sum severance payment of 24 months of base salary to our Chief Executive Officer and our former President and up to 18 months to other executive officers, including our other named executive officers, (ii) 100% acceleration of any then-unvested equity awards for executive officers, including our named executive officers, and (iv) payment of premiums for continued medical benefits (or equivalent cash payment if applicable law so requires) for up to 24 months to our Chief Executive Officer and our former President and up to 18 months to other executive officers, including our other named executive officers. Each retention agreement is in effect for three years, with automatic three-year renewals unless we give notice to the executive officer three months prior to expiration.

The benefits under the retention agreements supersede all other cash severance and vesting acceleration arrangements.

TRANSACTIONS WITH RELATED PARTIES, FOUNDERS AND CONTROL PERSONS

In addition to the executive officer and director compensation arrangements discussed above under "Executive Compensation," the following is a description of transactions since January 1, 2018 to which we have been a participant, in which the amount involved in the transaction exceeds or will exceed $120,000 and in which any of our directors, executive officers or holders of more than 5% of our capital stock, or any immediate family member of, or person sharing the household with, any of these individuals, had or will have a direct or indirect material interest or such other persons as may be required to be disclosed pursuant to Item 404 of Regulation S-K, which we collectively refer to as related parties.

Review, Approval or Ratification of Transactions with Related Parties

The charter of our Audit Committee requires that any transaction with a related party that must be reported under applicable rules of the SEC, other than compensation related matters, must be reviewed and approved or ratified by our Audit Committee. The Audit Committee has adopted a related party transactions policy to set forth the procedures for the identification, review, consideration and approval or ratification of these transactions, and a copy of such policy is posted on our website.

REPORT OF THE AUDIT COMMITTEE

The information contained in the following report of our Audit Committee is not considered to be “soliciting material,” “filed” or incorporated by reference in any past or future filing by Castlight under the Securities Exchange Act of 1934 or the Securities Act of 1933 unless and only to the extent that Castlight specifically incorporates it by reference.

The Audit Committee has reviewed and discussed with our management and Ernst & Young LLP our audited consolidated financial statements for the year ended December 31, 2018. The Audit Committee has also discussed with Ernst & Young LLP the matters required to be discussed pursuant to AS No. 1301 “Communications with Audit Committees,” as adopted by the Public Company Accounting Oversight Board.

The Audit Committee has received and reviewed the written disclosures and the letter from Ernst & Young LLP required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant’s communications with the Audit Committee concerning independence, and has discussed with Ernst & Young LLP its independence from Castlight.

Based on the review and discussions referred to above, the Audit Committee recommended to our Board of Directors that the audited consolidated financial statements be included in our Annual Report on Form 10-K for the year ended December 31, 2018 for filing with the Securities and Exchange Commission.

Submitted by the Audit Committee
Ed Park, Chair
Michael Eberhard
David B. Singer

ADDITIONAL INFORMATION

Stockholder Proposals to be Presented at Next Annual Meeting

Castlight's bylaws provide that, for stockholder nominations to the Board of Directors or other proposals to be considered at an annual meeting, the stockholder must give timely notice thereof in writing to the Corporate Secretary at Castlight Health, Inc., 150 Spear Street, Suite 400, San Francisco, California 94105, Attn: Corporate Secretary.

To be timely for the 2020 annual meeting, a stockholder's notice must be delivered to or mailed and received by our Corporate Secretary at the principal executive offices of Castlight not earlier than 5:00 p.m. Pacific Time on February 20, 2020 and not later than 5:00 p.m. Pacific Time on March 20, 2020. A stockholder's notice to the Corporate Secretary must set forth as to each matter the stockholder proposes to bring before the annual meeting the information required by Castlight's bylaws.

Stockholder proposals submitted pursuant to Rule 14a-8 under the Exchange Act and intended to be presented at our 2020 annual meeting must be received by us not later than December 27, 2019 in order to be considered for inclusion in our proxy materials for that meeting.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires our directors, executive officers and any persons who own more than 10% of our common stock, to file initial reports of ownership and reports of changes in ownership with the SEC. Such persons are required by SEC regulation to furnish us with copies of all Section 16(a) forms that they file. Based solely on our review of the copies of such forms furnished to us and written representations from the directors and executive officers, we believe that all Section 16(a) filing requirements were timely met in 2018, except a Form 4 filed for Maeve O'Meara on August 20, 2018 covering one transaction on July 10, 2018, a Form 4 filed for Siobhan Nolan Mangini on August 22, 2018 covering one transaction occurring on August 17, 2018 and a Form 4 filed for Neeraj Gupta on September 20, 2018 covering one transaction occurring on September 17, 2018.

Available Information

We will mail without charge, upon written request, a copy of our Annual Report on Form 10-K for the year ended December 31, 2018, including the financial statements and list of exhibits, and any exhibit specifically requested. Requests should be sent to:

Investor Relations
Castlight Health, Inc.
150 Spear Street, Suite 400
San Francisco, California 94105

The Annual Report is also available on the Investor Relations section of our website, which is located at http://ir.castlighthealth.com/investor-relations/investors-overview/ on the financial information tab.

"Householding" - Stockholders Sharing the Same Last Name and Address

The SEC has adopted rules that permit companies and intermediaries (such as brokers) to implement a delivery procedure called "householding." Under this procedure, multiple stockholders who reside at the same address may receive a single copy of our annual report and proxy materials, including the Notice of Internet Availability, unless the affected stockholder has provided contrary instructions. This procedure reduces printing costs and postage fees, and helps protect the environment.

This year, a number of brokers with account holders who are our stockholders will be “householding” our annual report and proxy materials, including the Notice of Internet Availability. A single Notice of Internet Availability and, if applicable, a single set of annual report and other proxy materials will be delivered to multiple stockholders sharing an address unless contrary instructions have been received by the brokers from the affected stockholders. Once you have received notice from your broker that it will be “householding” communications to your address, “householding” will continue until you are notified otherwise or until you revoke your consent. Stockholders may revoke their consent at any time by contacting their brokers.

Upon written or oral request, we will promptly deliver a separate copy of the Notice of Internet Availability and, if applicable, annual report and other proxy materials to any stockholder at a shared address to which a single copy of any of those documents was delivered. To receive a separate copy of the Notice of Internet Availability and, if applicable, annual report and other proxy materials, you may write or call our Investor Relations department at 150 Spear Street, Suite 400, San Francisco, California 94105, Attn: Investor Relations, telephone number (415) 829-1680. Any stockholders who share the same address and currently receive multiple copies of our Notice of Internet Availability or annual report and other proxy materials who wish to receive only one copy in the future can contact their bank, broker or other holder of record to request information about householding or our Investor Relations department at the address or telephone number listed above.

STOCKHOLDER COMMUNICATIONS

Any interested party wishing to communicate with our Board of Directors may write to our Board of Directors at Castlight Health, Inc., 150 Spear Street, Suite 400, San Francisco, California 94105. Our Corporate Secretary will forward these letters and emails directly to our Board of Directors. Interested parties may indicate in their letters and email messages if their communication is intended to be provided to certain director(s) only. We reserve the right not to forward to our Board of Directors any abusive, threatening or otherwise inappropriate materials.

OTHER MATTERS

Our Board of Directors does not presently intend to bring any other business before the meeting and, so far as is known to our Board of Directors, no matters are to be brought before the meeting except as specified in the notice of the meeting. As to any business that may arise and properly come before the meeting, however, it is intended that proxies, in the form enclosed, will be voted in respect thereof in accordance with the judgment of the persons voting such proxies.