

CASTLIGHT HEALTH, INC.
Form 8-K
June 20, 2018

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

FORM 8-K

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

June 20, 2018
Date of Report (Date of earliest event reported)

CASTLIGHT HEALTH, INC.
(Exact name of registrant as specified in its charter)

| | | |
|-------------------------------------------------------------------|--------------------------|--------------------------------------------|
| Delaware | 001-36330 | 26-1989091 |
| (State or other jurisdiction of incorporation or organization) | (Commission File Number) | (I.R.S. Employer Identification Number) |

150 Spear Street, Suite 400
San Francisco, CA 94105
(Address of principal executive offices)

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

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

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

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

Castlight Health, Inc. (the “Company”) held its 2018 Annual Meeting of Stockholders on June 20, 2018 at the Company’s offices located at 150 Spear Street, San Francisco, California 94105 (the “Annual Meeting”). At the Annual Meeting, the Company’s stockholders voted on two proposals, each of which is described in more detail in the Company’s definitive proxy statement filed with the U.S. Securities and Exchange Commission on April 27, 2018. Present at the Annual Meeting in person or by proxy were holders representing 113,735,644 shares of common stock, representing 83.8% of the eligible votes, constituting a quorum.

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

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

| Director Name | Votes For | Votes Withheld | Broker Non-Votes | Percentage of Votes in Favor |
|----------------|------------|----------------|------------------|------------------------------|
| Seth Cohen | 91,728,676 | 949,165 | 21,057,803 | 80.65 % |
| Bryan Roberts | 88,741,176 | 3,936,665 | 21,057,803 | 78.02 % |
| Kenny Van Zant | 89,749,572 | 2,928,269 | 21,057,803 | 78.91 % |

- (b) Holders of the Company’s common stock voted to ratify the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2018 as follows:

| | |
|-----------------------|-------------|
| Shares Voted in Favor | 112,877,075 |
| Shares Voted Against | 848,124 |
| Shares Abstaining | 10,445 |
| Broker Non-Votes | — |

SIGNATURE

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

CASTLIGHT HEALTH, INC.

Date: June 20, 2018 By: /s/ Siobhan Nolan Mangini

Siobhan Nolan Mangini

Chief Financial Officer (Principal Financial Officer)