

Mattersight Corp  
Form 8-K  
August 10, 2011

**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**

Date of report (Date of earliest event reported): **AUGUST 10, 2011**

**Mattersight Corporation**

(Exact Name of Registrant as Specified in Charter)

**Delaware**

(State or Other Jurisdiction of Incorporation)

**0-27975**  
(Commission File Number)

**36-4304577**  
(IRS Employer Identification No.)

**200 S. Wacker Drive, Suite 820, Chicago, Illinois**

(Address of Principal Executive Offices)

Registrant's telephone number, including area code: **877.235.6925**

**60606**

(Zip Code)

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))

**Item 2.02. Results of Operations and Financial Condition.**

The following information, including the exhibits described below, are provided pursuant to Items 2.02 and 7.01 of Form 8-K and shall not be deemed filed hereunder for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act ), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

On August 10, 2011, Mattersight Corporation ( Mattersight ) announced its results of operations for the second quarter of 2011. A copy of the press release announcing Mattersight s second quarter 2011 results is included as Exhibit 99.1 to this Form 8-K report and is incorporated by reference.

On August 10, 2011, Mattersight will host a conference regarding its second quarter 2011 results of operations. The presentation materials relating to that conference call are available on Mattersight s website, [www.mattersight.com](http://www.mattersight.com), and are attached as Exhibit 99.2 to this report and are incorporated by reference.

**Item 7.01. Regulation FD Disclosure.**

See Item 2.02 Results of Operations and Financial Condition above.

**Item 9.01. Financial Statements and Exhibits.**

(a), (b), and (c) not applicable.

(d) *Exhibits:*

99.1 Press Release, dated August 10, 2011, announcing Mattersight s second quarter 2011 results of operations (furnished herewith).

99.2 Power Point presentation delivered by Mattersight s Chief Executive Officer and Chief Financial Officer on August 10, 2011 (furnished herewith).

**SIGNATURES**

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

**MATTERSIGHT CORPORATION**

Date: August 10, 2011

By: /s/ WILLIAM B. NOON  
William B. Noon  
Vice President and Chief Financial Officer