Mattersight Corp Form 4 August 27, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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

(Print or Type Responses)

1(b).

Stock

1. Name and Address of Reporting Person ** KOHLER JOHN T			2. Issuer Name and Ticker or Trading Symbol Mattersight Corp [MATR]					5. Relationship of Reporting Person(s) to Issuer					
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/23/2013				(Check all applicable) _X_ Director 10% Owner Officer (give title Other (specify						
820	C,	50112	00/23/2	013				below)	below)				
(Street)			4. If Ame	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check				
CHICAGO, IL 60606			Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting					
CHICAGO,	, IL 00000							Person					
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									ly Owned			
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Yea	Date 2A. Deemed ear) Execution Date, if any (Month/Day/Year)		Code (Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Common				Code V	Amount	(D)	Price	(Instr. 3 and 4)					
Stock	08/23/2013			S	200	D	\$ 3.75	36,840	D				
Common Stock	08/27/2013			S	30,214	D	\$ 3.585 (1) (2)	6,626	D				
Common Stock	08/27/2013			S	5,586	D	\$ 3.59	1,040	D				

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

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

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Tit		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	execution Date, if any (Month/Day/Year)	Code (Instr. 8)	ofNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	5		Secur	rlying	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				Code \	7 (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Relationships

Reporting Owners

Reporting Owner Name / Address	2.0						
	Director	10% Owner	Officer	Other			
HLER IOHN T							

200 S. WACKER DRIVE, SUITE 820 X CHICAGO, IL 60606

Signatures

Christine R. Carsen, Attorney-in-fact 08/27/2013

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The average weighted sales price on the transaction date was reported using the sales price. The sales price range on 8/27/2013 was \$3.53 to \$3.70.
- The reporting person undertakes to provide to Mattersight Corporation, any security holder of Mattersight Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (1) in this Form 4.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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