Edgar Filing: Mattersight Corp - Form 4

Mattersight (Corp											
Form 4	5 0010											
September 05, 2013												
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION									r	OMB APPROVAL		
Washington, D.C. 20549									OMB Number:	3235-0287		
Check the				8,					Expires:	January 31,		
if no longer subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP							NERSHIP OF	ERSHIP OF Estimated average burden hours per				
Section 16. SECURITIES												
	Form 4 or							response	•			
	Form 5 obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section											
may cont	inue. Section 17(3			•	•	· ·			n			
See Instru	iction	50(ff)) of the In	vestment	Compan	y Ac	t 01 194	+0				
1(b).												
(Print or Type H	Responses)											
1. Name and A Gustafson D	Person <u>*</u>	2. Issuer Name and Ticker or Trading					5. Relationship of Reporting Person(s) to Issuer					
Gustaison L		•	Symbol									
			Mattersight Corp [MATR]					(Check all applicable)				
(Last)	(First) (N	Middle)	3. Date of Earliest Transaction					Director 10% Owner				
200 S WAG	CKER DRIVE SI	UITE	(Month/Day/Year) 08/31/2013					Director 10% Owner X Officer (give title Other (specify				
200 S. WACKER DRIVE, SUITE 820			08/31/2013					below) below) EVP, Products & Marketing				
						-						
		4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check					
Filed				ui/Day/Tear))			Applicable Line) _X_ Form filed by One Reporting Person				
CHICAGO,						Form filed by More than One Reporting Person						
(City)	(State)	(Zip)										
(City)	(State)	(Zip)	Table	e I - Non-D	erivative	Secur	ities Aco	quired, Disposed of	f, or Beneficia	lly Owned		
1.Title of	2. Transaction Date			3. Transportio	4. Securities Acquired				6. Ownership 7. Form: Direct In-			
Security (Month/Day/Year) Executi (Instr. 3) any (Month			on Date, if Transaction(A) or Disposed of Code (D)					Securities Beneficially	(D) or	Beneficial		
			/Day/Year)	(Instr. 3,	4 and	5)	Owned	Indirect (I) (Instr. 4)	Ownership			
							Following Reported	(Instr. 4)				
						(A)		Transaction(s)				
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Common	08/31/2013			F	1,620		\$	147,507 <u>(2)</u>	D			
Stock	08/31/2013			Г	(1)	D	3.75	147,307 (2)	D			
Common	00/04/0010			C	5.000	D	\$	1 40 505	D			
Stock	09/04/2013			S	5,000	D	\$ 4.25	142,507	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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date	Amou Unde Secur	le and int of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Gustafson David R 200 S. WACKER DRIVE, SUITE 820 CHICAGO, IL 60606			EVP, Products & Marketing					
Signaturos								

Signatures

Mark Iserloth, Attorney-in-fact 09/05/2013

**Signature of Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

This is not an open market sale of securities. This is a disposition of shares to the issuer in the form of share withholding upon vesting of restricted stock, to satisfy mandatory tax withholding obligations. The disposition occurred pursuant to a pre-existing award agreement

- restricted stock, to satisfy mandatory tax withinoiding obligations. The disposition occurred pursuant to a pre-existing award agreement and equity incentive plan and was approved in advance in the manner provided in Rule 16b-3(e) under the Securities Exchange Act of 1934.
- (2) Includes, 1500 shares of Common Stock acquired on 6/30/2013 through the Mattersight Corporation 1999 Employee Stock Purchase Plan.

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.