

Mattersight Corp
Form SC 13D/A
August 24, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 6)*

Mattersight Corporation

(Name of Issuer)

Common Stock

(Title of Class of Securities)

577097108

(CUSIP Number)

Robert Yin

Sutter Hill Ventures

755 Page Mill Rd., Suite A-200

Palo Alto, CA 94304

650-493-5600

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

August 20, 2018

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 577097108

Names of
Reporting
Persons

1. Sutter Hill
Ventures, a
California
Limited
Partnership
Check the
Appropriate
Box if a
2. Member of a
Group (See
Instructions)
(a)
- (b)
3. SEC Use
Only
Source of
Funds (See
Instructions)
- 4.

- WC
Check if
Disclosure of
Legal
Proceedings
5. Is Required
Pursuant to
Items 2(d) or
2(e)
 - Citizenship
or Place of
Organization
 - 6.

California

Number of 7. Sole Voting Power

Shares

Beneficially 0
Shared Voting Power

Owned by 8.

Each 0

Reporting Sole Dispositive Power

Person With 9.

0
10. Shared Dispositive Power

0

Aggregate Amount Beneficially Owned by Each Reporting Person

11.

0

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) **
Percent of Class Represented by Amount in Row (11)

13.

0%

Type of Reporting Person (See Instructions)

14.

PN

CUSIP No. 577097108

Names of
Reporting
Persons

1.

Tench Coxe
Check the
Appropriate

2. Box if a
Member of a
Group (See
Instructions)

(a)
(b)

3. SEC Use
Only
Source of
Funds (See
Instructions)

4.

PF
Check if
Disclosure of
Legal

5. Proceedings
Is Required
Pursuant to
Items 2(d) or
2(e)

Citizenship
or Place of
Organization

6.

United States

Number of Sole Voting Power

Shares 7.

Beneficially 0

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Owned by Shared Voting Power

Each 8.

Reporting 0
Sole Dispositive Power

Person With 9.

0
10. Shared Dispositive Power

0

Aggregate Amount Beneficially Owned by Each Reporting Person

11.

0

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) **
Percent of Class Represented by Amount in Row (11)

13.

0%
Type of Reporting Person (See Instructions)

14.

IN

CUSIP No. 577097108

Names of
Reporting
Persons

1.

James N.
White

Check the
Appropriate

Box if a
2. Member of a
Group (See
Instructions)

(a)

(b)

3. SEC Use
Only
Source of
Funds (See
Instructions)

4.

PF
Check if
Disclosure of
Legal

5. Proceedings
Is Required
Pursuant to
Items 2(d) or
2(e) "

Citizenship
or Place of
Organization

6.

United States

Number of 7. Sole Voting Power

Shares

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Beneficially 0
Owned by 8.
Each 0
Reporting Sole Dispositive Power
Person With 9.

0
10. Shared Dispositive Power

0

Aggregate Amount Beneficially Owned by Each Reporting Person

11.

0

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) **
Percent of Class Represented by Amount in Row (11)

13.

0%

Type of Reporting Person (See Instructions)

14.

IN

CUSIP No. 577097108

Names of
Reporting
Persons

1.

Jeffrey W.
Bird

Check the
Appropriate

2. Box if a
Member of a
Group (See
Instructions)

(a)

(b)

3. SEC Use
Only
Source of
Funds (See
Instructions)

4.

PF
Check if
Disclosure of
Legal

5. Proceedings
Is Required
Pursuant to
Items 2(d) or
2(e) "
Citizenship
or Place of
Organization

6.

United States

Number of 7. Sole Voting Power

Shares

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Beneficially 0
Owned by Shared Voting Power
Each 8.
Reporting 0
Person With 9.
Sole Dispositive Power

0
10. Shared Dispositive Power

0

Aggregate Amount Beneficially Owned by Each Reporting Person

11.

0

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) **
Percent of Class Represented by Amount in Row (11)

13.

0%
Type of Reporting Person (See Instructions)

14.

IN

CUSIP No. 577097108

Names of
Reporting
Persons

1.

Michael L.
Speiser

Check the
Appropriate

Box if a
2. Member of a
Group (See
Instructions)

(a)

(b)

3. SEC Use
Only
Source of
Funds (See
Instructions)

4.

PF
Check if
Disclosure of
Legal

5. Proceedings
Is Required
Pursuant to
Items 2(d) or
2(e) "

Citizenship
or Place of
Organization

6.

United States

Number of 7. Sole Voting Power

Shares

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Beneficially 0
Owned by Shared Voting Power
Each 8.
Reporting 0
Person With 9.
Sole Dispositive Power

0
10. Shared Dispositive Power

0

Aggregate Amount Beneficially Owned by Each Reporting Person

11.

0

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) **
Percent of Class Represented by Amount in Row (11)

13.

0%

Type of Reporting Person (See Instructions)

14.

IN

CUSIP No. 577097108

Names of
Reporting
Persons

1.

Stefan A.
Dyckerhoff
Check the
Appropriate

2. Box if a
Member of a
Group (See
Instructions)

(a)

(b)

3. SEC Use
Only
Source of
Funds (See
Instructions)

4.

PF
Check if
Disclosure of
Legal

5. Proceedings
Is Required
Pursuant to
Items 2(d) or
2(e) "
Citizenship
or Place of
Organization

6.

German
citizen (U.S.
permanent
resident)

Number of 7. Sole Voting Power

Shares

Beneficially 0
Shared Voting Power

Owned by 8.

Each 0

Reporting Sole Dispositive Power

Person With 9.

0
10. Shared Dispositive Power

0

Aggregate Amount Beneficially Owned by Each Reporting Person

11.

0

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) **
Percent of Class Represented by Amount in Row (11)

13.

0%

Type of Reporting Person (See Instructions)

14.

IN

CUSIP No. 577097108

Names of
Reporting
Persons

1.

Samuel J.
Pullara III
Check the
Appropriate

Box if a
2. Member of a
Group (See
Instructions)

(a)

(b)

3. SEC Use
Only
Source of
Funds (See
Instructions)

4.

PF
Check if
Disclosure of
Legal

5. Proceedings
Is Required
Pursuant to
Items 2(d) or
2(e) "

Citizenship
or Place of
Organization

6.

United States

Number of 7. Sole Voting Power

Shares

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Beneficially 0
Owned by 8.
Each 0
Reporting 0
Person With 9.

0
10. Shared Dispositive Power

0

Aggregate Amount Beneficially Owned by Each Reporting Person

11.

0

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) **
Percent of Class Represented by Amount in Row (11)

13.

0%

Type of Reporting Person (See Instructions)

14.

IN

Introductory Note:

This Amendment No. 6 to Schedule 13D (“Amendment No. 6”) is being filed as an amendment to the initial statement on Schedule 13D relating to the Common Stock, \$0.01 par value per share, of Mattersight Corporation (formerly known as eLoyalty Corporation), a Delaware corporation (the “Issuer”), as filed with the Securities and Exchange Commission (the “SEC”) on September 12, 2008 and amended on December 1, 2011, September 4, 2012, December 6, 2013, November 12, 2015 and November 23, 2015 (as amended, the “Original Schedule 13D”).

All capitalized terms not otherwise defined herein shall have the meaning ascribed to the terms in the Original Schedule 13D. The Original Schedule 13D is hereby amended and supplemented as follows and, except as expressly amended below, the Original Schedule 13D remains in full force and effect.

Item 4. Purpose of the Transaction

Item 4 of the Original Schedule 13D is hereby amended to include the following:

On August 20, 2018, pursuant to the terms of the Agreement and Plan of Merger, dated April 25, 2018, among the Issuer, NICE Systems, Inc., NICE Acquisition Sub, Inc. and NICE Ltd. (the “Agreement”) and the Offer (as defined in the Agreement), each share of the Issuer’s Common Stock beneficially owned by the Reporting Persons was tendered for \$2.70 per share in cash, without interest and less any required withholding taxes, and each share of the Issuer’s Series B Preferred Stock was tendered for \$7.80 per share, plus accrued and unpaid dividends payable thereon, in cash, without interest and less any required withholding taxes. Additionally, pursuant to the Agreement, each option with an exercise price equal to or greater than \$2.70 per share that was outstanding immediately prior to the Offer Closing (as defined in the Agreement) was cancelled without consideration. As a result of the closing of the Offer and the Merger (as defined in the Agreement), the Reporting Persons ceased to be the beneficial owner of any shares of the Issuer’s Common Stock on August 20, 2018.

Item 5. Interest in Securities of the Issuer

Item 5 of the Original Schedule 13D is hereby amended and restated in its entirety as follows:

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(a) - (b) The responses to Items 7 - 13 of the cover pages of this Amendment No. 6 are incorporated herein by reference.

(c) Except as described in Item 4 of this Amendment No. 6, the Reporting Persons have not effected any transactions with respect to the Issuer's Common Stock during the past sixty days.

(d) Not applicable.

(e) The Reporting Persons ceased to be the beneficial owners of 5% or more of the Issuer's Common Stock on August 20, 2018.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

August 23, 2018 **SUTTER HILL
VENTURES, A
CALIFORNIA
LIMITED
PARTNERSHIP**

Date

By: /s/ Robert Yin
Robert Yin,
Attorney-in-Fact
for Tench Coxe,
Managing Director
of the General
Partner

By: /s/ Robert Yin
Robert Yin,
Attorney-in-Fact
for Tench Coxe

By: /s/ Robert Yin
Robert Yin,
Attorney-in-Fact
for James N.
White

By: /s/ Robert Yin
Robert Yin,
Attorney-in-Fact
for Jeffrey W. Bird

By: /s/ Robert Yin
Robert Yin,
Attorney-in-Fact
for Michael L.

Speiser

By: /s/ Robert Yin
Robert Yin,
Attorney-in-Fact
for Stefan A.
Dyckerhoff

By: /s/ Robert Yin
Robert Yin,
Attorney-in-Fact
for Samuel J.
Pullara III

ATTENTION
Intentional
misstatements
or omissions of
fact constitute
Federal
Criminal
Violations (See
18 U.S.C.
1001).