## Edgar Filing: CONWAY KELLY D - Form 4/A

Form 4/A											
FORM	4 UNITED	<b>4</b> UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									
Check thi if no long subject to Section 1 Form 4 or Form 5 obligation may conti <i>See</i> Instru 1(b).	6. Filed pu Section 17	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES 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							burden hou response	Estimated average burden hours per	
(Print or Type R	Responses)										
CONWAY KELLY D Symb			Symbol	Issuer Name <b>and</b> Ticker or Trading bol ttersight Corp [MATR]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Check				k all applicable)				
				(Month/Day/Year) 09/13/2012				_X_ Director10% Owner _X_ Officer (give titleOther (specify below) below) President & CEO			
Filed(Mo				Amendment, Date Original Month/Day/Year) 7/2012				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
CHICAGO,	IL 60606							Form filed by M Person	Iore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative S	ecurit	ties Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	) Executio any		3. Transactic Code (Instr. 8) Code V	4. Securit n(A) or Dis (Instr. 3, 4) Amount	sposed	of (D) 5) Price	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	09/13/2012			S	19,999	D	\$ 6.01 (1)	1,022,696	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owno Follo Repo Trans
					of (D)						(Instr
					(Instr. 3, 4, and 5)						
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
CONWAY KELLY D 200 S. WACKER DRIVE, SUITE 820 CHICAGO, IL 60606	Х		President & CEO				
Signatures							
Christine R. Carsen, Attorney-in-fact	09/19/2	2012					
**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).

The sales price on the transaction date was reported using the average weighted sales price. The price for all sales on the transaction date ranged between \$6.00 and \$6.03. The reporting person undertakes to provide to Mattersight Corporation, any security holder of

(1) Targed between 50:00 and 50:00. The reporting person underfaces to provide to Mattersight Corporation, any security holder of shares sold at each separate purchase price within this range.

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.