Edgar Filing: Mattersight Corp - Form 4

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December 11, 2013 FORM 4 Check this box if no longer subject to Section 16. Form 4 or Form 5 Filed pursuant to Section				shington, GES IN 1 SECUR	D.C. 205 BENEFI ITIES	549 CIAI	L OWI	NERSHIP OF	-		
obligation may conti <i>See</i> Instru 1(b).	¹⁸ Section 1' action	7(a) of the	Public Ut		ling Com	pany	Act of	1935 or Section	n		
CONWAY KELLY D Syr			Symbol	2. Issuer Name and Ticker or Trading Symbol Mattersight Corp [MATR]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Mo			(Month/D	3. Date of Earliest Transaction (Month/Day/Year) 12/09/2013				X Director 10% Owner X Officer (give title Other (specify below) below) President & CEO			
Filed(Mon				nendment, Date Original onth/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	ecurit	ies Acq	Person uired, Disposed of			
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Execution any	med on Date, if Day/Year)	3. Transactic Code (Instr. 8) Code V	4. Securiti n(A) or Dis (Instr. 3, 4)	sposed	of (D)	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	12/09/2013			S	15,178	D	\$ 4.75	884,357	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)

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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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	ate	7. Title Amoun Underl Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Own 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				
CONWAY KELLY D 200 S. WACKER DRIVE, SUITE 8 CHICAGO, IL 60606	320 X		President & CEO					
Signatures								
Mark Iserloth, Attorney-in-fact	12/11/2013							
**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).

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.