Mattersight Corp Form 3 February 14, 2014 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB APPROVAL FORM 3 Washington, D.C. 20549 OMB 3235-0104 Number: January 31, **INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF** Expires: 2005 **SECURITIES** Estimated average burden hours per Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, response... 0.5 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. Name and Address of Reporting Person <u>*</u> Dresden Richard			2. Date of Event RequiringStatement(Month/Day/Year)	3. Issuer Name and Ticker or Trading Symbol Mattersight Corp [MATR]				
(Last)	(First)	(Middle)	02/10/2014	4. Relationship of Reporting Person(s) to Issuer			5. If Amendment, Date Original Filed(Month/Day/Year)	
200 S. WAC	KER DRI	VE.						
SUITE 820				(Check all applicable)				
(Street) CHICAGO, IL 60606				Director 10% Owner X_ Officer Other (give title below) (specify below) EVP of Sales		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - N	Non-Derivat	ive Securiti	es Bei	neficially Owned	
1.Title of Secur (Instr. 4)	rity		2. Amount o Beneficially (Instr. 4)		3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nat Owne (Instr.	•	
Common Ste	ock		1,000		D	Â		
Reminder: Repowned directly	-	ate line for ea	ch class of securities benefic	ially S	EC 1473 (7-02))		
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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title	Security	Direct (D)	

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Date	Expiration	Amount or	or Indirect
Exercisable	Date	Number of	(I)
		Shares	(Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Dresden Richard 200 S. WACKER DRIVE, SUITE 820 CHICAGO, IL 60606	Â	Â	EVP of Sales	Â		
Signatures						
Christine R. Carsen, Attorney-in-fact	02/14/2014					
**Signature of Reporting Person	Date					

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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.