Mattersight Corp Form 4 March 04, 2014

### FORM 4

Form 5

1(b).

obligations

may continue.

See Instruction

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person ** Gustafson David R			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			Mattersight Corp [MATR]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	••			
			(Month/Day/Year)	Director 10% Owner			
200 S. WACKER DRIVE, SUITE			02/28/2014	X Officer (give title Other (specify below)			
820				EVP, Products & Marketing			
(Street) CHICAGO, IL 60606			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
				Form filed by More than One Reporting Person			
(City)	(State)	(Zip)					

(City)	(State) (Z	Zip) Table	I - Non-D	erivative S	ecurit	ties Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired n(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I)	Indirect Beneficial Ownership		
			Code V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)	
Common Stock	02/28/2014		A	25,599	A	(1)	163,886	D		
Common Stock	02/28/2014		F	10,249 (2)	D	\$ 5.64	153,637	D		

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

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SEC 1474

(9-02)

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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	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivativ	e Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr.	. 3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	T:41-	or Namel		
						Exercisable	Date	Title	Number		
				C-1- V	(A) (D)				of		
				Code v	(A) (D)				Shares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Other Director 10% Owner Officer

Gustafson David R 200 S. WACKER DRIVE, SUITE 820 CHICAGO, IL 60606

EVP, Products & Marketing

## **Signatures**

Christine R. Carsen, 03/04/2014 Attorney-in-fact

\*\*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).
- Award of restricted stock pursuant to Mattersight Corporation 1999 Stock Incentive Plan. The Award was approved by the Board of Directors of the issuer for purposes of 16b-3 and includes a tax withholding feature. The Award is fully vested as of the grant date.
- 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 and equity incentive plan and was approved in advance in the manner provided in Rule 16b-3(e) under the Securities Exchange Act of

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.

Reporting Owners 2