Mattersight Corp Form 4 August 25, 2014

FORM 4

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

OMB 3235-0287 Number:

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OMB APPROVAL

burden hours per response... 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Estimated average

subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box

if no longer

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

SECURITIES

(Print or Type Responses)

1. Name and A Carsen Chris		rting Person *	2. Issuer Name and Ticker or Trading Symbol Mattersight Corp [MATR]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Cheek an applicable)				
200 S. WACKER DRIVE, SUITE 820			(Month/Day/Year) 08/20/2014	Director 10% Owner _X_ Officer (give title Other (specify below) VP, Gen'l Counsel & Corp. Sec.				
(Street)			4. If Amendment, Date Original 6. Individual or Joint/Group					
CHICAGO, IL 60606			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Ac	quired. Disposed of, or Beneficially Owned				

(City)	(State)	Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(4.5.4.1.1)	(
Common Stock	08/20/2014		S	1,055	D	\$ 4.78	24,904	D		
Common Stock	08/21/2014		S	1,070	D	\$ 4.78	23,834	D		
Common Stock	08/22/2014		S	1,070	D	\$ 4.78	22,764	D		
Common Stock	08/25/2014		S	3,092	D	\$ 4.9 (1)	19,672	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)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transactio	5. orNumber	6. Date Exerc Expiration Da		7. Titl		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(Month/Day/Teal)	any (Month/Day/Year)	Code (Instr. 8)	of (Month/E			Underlying Securities (Instr. 3 and 4)		(Instr. 5) Ber Ow Fol Rep Tra	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Carsen Christine R 200 S. WACKER DRIVE, SUITE 820 CHICAGO, IL 60606

VP, Gen'l Counsel & Corp. Sec.

Signatures

Christine R. 08/25/2014 Carsen

**Signature of Date Reporting Person

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 from \$4.8942 to \$4.91. The reporting person undertakes to provide to Mattersight Corporation, any security holder of Mattersight **(1)** Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.

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.

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