Edgar Filing: Mattersight Corp - Form 4

Mattersight C Form 4	-									
September 15 FORM	4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB APPROVAL OMB 3235-028 Number:	
Check this if no longe subject to Section 16 Form 4 or Form 5 obligations may contin <i>See</i> Instruct 1(b).	 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 a 20(b) of the Investment Company Act of 1940 							burden hou response	Estimated average burden hours per response 0.5	
(Print or Type Ro	esponses)									
1. Name and Ad Dur Philip R.	Symbol	2. Issuer Name and Ticker or Trading Symbol Mattersight Corp [MATR]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
	OR GROWTH	(Month/I 09/11/2	f Earliest Tra Day/Year) 014	insaction			X Director Officer (give below)	10%	o Owner er (specify	
			endment, Date Original nth/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 				
NEW YORK		7:)					Person			
(City) 1.Title of Security (Instr. 3)	2. Transaction Date		3. Transactio Code	4. Securition(A) or Dis (D)	ies Ac sposed	quired of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	f, or Beneficial 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of	
Common Stock	09/11/2014		А	10,000	A	<u>(1)</u>	10,000	D (2)		

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)

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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	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna 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				
Dur Philip R. C/O INVESTOR GROWTH CAPITAL, ONE ROCKEFELLER PLAZA,SUITE 28 NEW YORK, NY 10020	₃₀₁ X							
Signatures								
Christine R. Carsen, Attorney-in-fact	09/15/2014							
**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 time-vesting restricted stock pursuant to Mattersight Corporation 1999 Stock Incentive Plan. The Award will vest over a
(1) one-year period from the date of grant in four equal quarterly installments beginning on November 30, 2014 and ending on August 31, 2015. The Award was approved by the Compensation Committee of the Board of Directors of the issuer for purposes of 16b-3.

The Reporting Person's interest in the securities of the issuer is limited to the extent of his pecuniary interest in such securities, if any, and neither the filing of this statement nor any of its contents shall be deemed to constitute an admission by the Reporting Person or any other

(2) Infinite the fining of this statement for any of its contents shall be deemed to constitute an admission by the Reporting Person of any other person/entity that he or it was or is the beneficial owner of any of the issuer's securities for purposes of Section 16 of the Act, or any other purpose.

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.