### Edgar Filing: Mattersight Corp - Form 4

Mattersight C Form 4	Corp										
August 14, 20	015										
FORM	4									PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287		
Check this if no long		and N.		~~			Expires:	January 31, 2005			
subject to STATEMENT OF CHAN				NGES IN BENEFICIAL OW SECURITIES				NERSHIP OF	Estimated average		
Form 4 or					TIES				burden hou response	•	
Form 5	Filed put	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,								0.0	
obligation may conti				•				f 1935 or Section	n		
<i>See</i> Instru 1(b).		30(h)	of the In	vestment	Company	Act	of 194	40			
(Print or Type R	esponses)										
Ross Sheau-ming Symbo				. Issuer Name <b>and</b> Ticker or Trading mbol attersight Corp [MATR]				5. Relationship of Reporting Person(s) to Issuer			
				of Earliest Transaction				(Check all applicable)			
(Month/D				nth/Day/Year)				Director		Owner	
200 W. MAI	08/12/20	08/12/2015				_X_ Officer (give title Other (specify below) below) VP & CFO					
				endment, Date Original			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
				Month/Day/Year)							
CHICAGO,	IL 60606								Iore than One Re		
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	ecurit	ies Acq	uired, Disposed of	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	(Month/Day/Year) Execution							Securities	6. Ownership Form: Direct (D) or		
(mout 5)		•	Day/Year)		(Instr. 3, 4 and 5) (A)			Owned Following Reported Transaction(s)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	08/12/2015			A	80,000 (1)	A	<u>(2)</u>	88,183	D		

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. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

<b>Reporting Owner Name / Add</b>	ress	Relationships							
	Director	10% Owner	Officer	Other					
Ross Sheau-ming 200 W. MADISON SUITE 3100 CHICAGO, IL 60606			VP & CFO						
Signatures									
Sheau-ming K. Ross	08/14/2015								
<u>**</u> 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 the 1999 Stock Incentive Plan, subject to continuing employment. The award was approved by the Board of Directors of the issuer for purposes of Rule 16b-3 and includes a tax withholding feature. The award will vest at

(1) approved by the Board of Directors of the issuer for purposes of Kule 100-3 and includes a tax withinfording reature. The award with vest at a rate of one (1) increment equal to 25% of the shares on August 31, 2016 and 6.25% of the shares on a quarterly basis thereafter, ending August 31, 2019.

#### (2) Not Applicable

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.