Mattersight Corp Form 4 June 02, 2016

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

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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

1(b).

(Print or Type Responses)

may continue.

See Instruction

1. Name and A Danson Chri	erson * 2. Issuer Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer				
	Mattersi	Mattersight Corp [MATR]				(Check all applicable)				
(Last)	(First) (M	iddle) 3. Date of	3. Date of Earliest Transaction							
		(Month/Day/Year)				Director		Owner		
200 W. MA	100 05/31/20	05/31/2016				X Officer (give title Other (specify below)  EVP & Chief Technology Officer				
	4. If Ame	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
		Filed(Mor	Filed(Month/Day/Year)				Applicable Line)			
CHICAGO,						_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	Zip) Tabl	e I - Non-D	erivative S	Securi	ities Acc	quired, Disposed o	of, or Beneficial	lly Owned	
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties A	cquired	5. Amount of	6. Ownership	7. Nature of	
Security (Month/Day/Yea		Execution Date, if	Transaction(A) or Disposed of			d of	Securities	Form: Direct	Indirect	
(Instr. 3) any		•	Code (D)		, ,	<b>~</b> \	Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
							Reported	(111501. 4)	(111511. 4)	
					(A)		Transaction(s)			
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	05/31/2016		F	321 (1)	D	\$ 3.95	192,566 <u>(2)</u>	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)

#### Edgar Filing: Mattersight Corp - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date Exercisable	Expiration Date		or Number		
				Code V	(A) (D)						
				Code V	(A) (D)				of Shares		

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Danson Christopher Joseph 200 W. MADISON, SUITE 3100 CHICAGO, IL 60606

**EVP & Chief Technology Officer** 

## **Signatures**

Christine R. Carsen, Attorney-in-fact 06/02/2016

\*\*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).
- 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 1934.
- (2) Includes 1500 shares of Common Stock acquired on March 31, 2016 through the Mattersight Corporation 1999 Employee Stock Purchase

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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