Mattersight Corp Form 4 November 30, 2016

FORM 4

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

OMB Number: 3235-0287

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

See Instruction

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

burden hours per response... 0.5

1(b).

Common

Stock

11/29/2016

(Print or Type Responses)

1. Name and A CONWAY	Person * 2. Issuer Symbol	2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer			
		Mattersight Corp [MATR]			(Check all applicable)			
(Last)	(First) (N	fiddle) 3. Date of	3. Date of Earliest Transaction					
	(Month/D	(Month/Day/Year)			10%	Owner		
200 W. MA	11/29/20	11/29/2016			_X_ Officer (give title Other (specify below)			
					Pr	esident & CEO		
	4. If Ame	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
	Filed(Mor	Filed(Month/Day/Year)			Applicable Line)			
					X Form filed by			
CHICAGO,		Form filed by More than One Repor Person				eporting		
(City)	(State)	(Zip) Tabl	e I - Non-D	Perivative Securities Acc	quired, Disposed	of, or Beneficial	lly Owned	
1.Title of	2. Transaction Date		3.	4. Securities Acquired	5. Amount of	6. Ownership		
Security	(Month/Day/Year)	Execution Date, if		on(A) or Disposed of	Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code	(D)	Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership	
					Following	(Instr. 4)	(Instr. 4)	
				(A)	Reported			
				(A)	Transaction(s)			

Code V

S

Amount

40,000

(D)

Price

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.

SEC 1474

(9-02)

(Instr. 3 and 4)

1,023,005

D

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	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Title		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amour		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 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
					,)						
									Amount		
						Date	Expiration		or		
						Exercisable	•	Title Number			
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
. 8	Director	10% Owner	Officer	Other			
CONWAY KELLY D							
200 W. MADISON, SUITE 3100	X		President & CEO				
CHICAGO, IL 60606							

Signatures

Christine R. Carsen 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).

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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