Mattersight Corp Form 4/A January 30, 2017

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

5. Relationship of Reporting Person(s) to

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

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

2. Issuer Name and Ticker or Trading

(Print or Type Responses)

1. Name and Address of Reporting Person \*

1(b).

Wesbecher Jason Wesbecher			Symbol Mattersi	Symbol Mattersight Corp [MATR]					Issuer			
(Last) (First) (Middle) 200 W. MADISON, SUITE 3100			3. Date of (Month/D	3. Date of Earliest Transaction (Month/Day/Year) 01/23/2017					(Check all applicable)  Director 10% OwnerX Officer (give title Other (specify below)  EVP & Chief Marketing Officer			
CHICAGO,	Filed(Mon	4. If Amendment, Date Original Filed(Month/Day/Year) 01/25/2017					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year)		on Date, if	3. Transactic Code (Instr. 8)	4. Securit on(A) or Dir (Instr. 3, 4)	sposed	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)			
Common Stock	01/23/2017			A	45,206 (1)	A	<u>(2)</u>	179,527	D			
Common Stock	01/23/2017			F	13,380 (3) (4)	D	\$ 3.65	166,147	D			

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

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

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	Transactio	onNumber	Expiration D	Expiration Date		t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	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)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or		
						Exercisable D	Date		Number		
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

### **Reporting Owners**

Relationships Reporting Owner Name / Address

> Other Director 10% Owner Officer

Wesbecher Jason Wesbecher 200 W. MADISON **SUITE 3100** CHICAGO, IL 60606

**EVP & Chief Marketing Officer** 

### **Signatures**

Christine R. Carsen, 01/30/2017 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).
- The Award was approved by the Board of Directors of the issuer for purposes of 16b-3 and includes a tax withholding feature. The **(1)** Award vested in full on 1/23/2017.
- (2) Not Applicable
- 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 (3) common stock, to satisfy mandatory tax withholding obligations. The disposition occurred pursuant to an equity incentive plan and was approved in advance in the manner provided in Rule 16b-3(e) under the Securities Exchange Act of 1934.
- (4) The Reporting Person is filing this amendment to correct the disposition of shares disclosed under footnote number (3) above.

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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