Edgar Filing: Mattersight Corp - Form 4

Mattersight C Form 4	Corp										
February 03,	2017										
FORM	4									PPROVAL	
	UNITEL) STATES		ATTIES A			IGE (COMMISSION	OMB Number:	3235-0287	
Subject to Section 16. Form 4 or				NGES IN BENEFICIAL OWNERSHIP OF SECURITIES 16(a) of the Securities Exchange Act of 1934,					Expires:January 31Expires:2005Estimated averageburden hours perresponse0.5		
obligation may conti <i>See</i> Instru- 1(b).	s Section 17	7(a) of the	Public Ut		ing Com	pany	Act of	f 1935 or Sectio	n		
(Print or Type R	esponses)										
Wesbecher Jason Wesbecher Syn			Symbol	2. Issuer Name and Ticker or Trading Symbol Mattersight Corp [MATR]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Mon				3. Date of Earliest Transaction Month/Day/Year) 02/01/2017				Director 10% Owner X Officer (give title Other (specify below) below) EVP & Chief Marketing Officer			
				Amendment, Date Original Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
CHICAGO,	IL 60606							Form filed by M Person	More than One Re	eporting	
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	ecurit	ies Acq	quired, Disposed of	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction D. (Month/Day/Yea	r) Executionary	med on Date, if Day/Year)	Code	4. Securiti on(A) or Dis (D) (Instr. 3, 4)	sposed	of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	02/01/2017			F	10,301 (1)	D	\$ 3.6	155,846	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. Transact Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date	Amou Unde Secur	le and int of rlying ities . 3 and 4)	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

Reporting Owner Name / Add	ress	Relationships								
	Director	10% Owner	Officer	Other						
Wesbecher Jason Wesbecher 200 W. MADISON SUITE 3100 CHICAGO, IL 60606	er		EVP & Chief Marketing Officer							
Signatures										
Jason Wesbecher	02/03/2017									

<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).
- 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
 (1) 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.

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.