Mattersight Corp Form 4 February 10, 2017

## FORM 4

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

Washington, D.C. 20549

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

**OMB APPROVAL** 

3235-0287

January 31,

**OMB** 

Number:

Expires:

Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box

if no longer

subject to

Section 16.

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

(Print or Type Responses)

1. Name and Add Cammarata R	•	rting Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			Mattersight Corp [MATR]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	**			
			(Month/Day/Year)	Director 10% Owner			
200 W. MADISON			02/08/2017	_X_ Officer (give title Other (specify			
STREET, SUITE 3100				below) below)  VP and Controller			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
CHICAGO, IL 60606			Filed(Month/Day/Year)	Applicable Line)			
				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Ac	quired Disposed of or Reneficially Owne			

(City)	(State) (2	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. 4. Securities TransactionAcquired (A) or			or	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect		
(Instr. 3)	( , , , , , , , , , , , , , , , , , , ,	any	Code	Disposed of (D)		Beneficially	(D) or	Beneficial			
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)		
					(A) or		Reported Transaction(s) (Instr. 3 and 4)				
			Code V	Amount	(D)	Price	(Illstr. 5 and 4)				
Common Stock	02/08/2017		A	6,819 (1)	A	<u>(2)</u>	6,819	D			
Common Stock	02/08/2017		A	5,714 (3)	A	<u>(2)</u>	12,533	D			

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

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SEC 1474

(9-02)

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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	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivativ	e Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		tiorNumber Expiration Date		Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(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		
									Amount		
						Date	Expiration		or Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		
				Code v	(A) (D)				Shares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Cammarata Rosaria 200 W. MADISON STREET **SUITE 3100** CHICAGO, IL 60606

VP and Controller

## **Signatures**

Rosaria

Cammarata 02/10/2017

Date \*\*Signature of Reporting Person

## **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 a rate of one (1) increment equal to 25% of the shares on February 28, 2017 and then twelve (12) increments equal to 6.25% of the shares on a quarterly basis thereafter, ending February 29, 2020.

(2) Not Applicable

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 a rate of one (1) increment equal to 50% of the shares on February 28, 2019 and then eight (8) increments equal to 6.25% of the shares on a quarterly basis thereafter, ending February 28, 2021.

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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