Mattersight Corp Form 4 February 10, 2017

## 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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of MULLEN DAVID F		Issuer Name and Ticker or Trading     Symbol     Mattersight Corp [MATR]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last) (First)	) (Middle)	3. Date of Earliest Transaction				
200 W. MADISON, SUITE 3100		(Month/Day/Year) 02/08/2017	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) CFO			
(Stree	t)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
CHICAGO, IL 6060	6	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

,							Person		
(City)	(State)	(Zip) Table	I - Non-D	erivative Se	curiti	es Acqu	iired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			Securities I Beneficially ( Owned I	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	02/08/2017		A	305,000 (1)	A	<u>(2)</u>	373,000	D	
Common Stock	02/08/2017		A	3,200 (3)	A	<u>(2)</u>	376,200	D	
Common Stock	02/08/2017		F	1,165 (4)	D	\$ 3.5	375,035	D	

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

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#### number.

# 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	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	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	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 Name la sur		
						Exercisable	Date		Number		
				C 1 W	(A) (D)				of		
				Code V	(A) (D)			,	Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
MULLEN DAVID B							
200 W. MADISON, SUITE 3100	X		CFO				
CHICAGO, IL 60606							

# **Signatures**

Corrine N. Taylor,

Attorney-in-fact 02/10/2017

\*\*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).
- 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 quarterly commencing on May 31, 2017, and then quarterly thereafter, ending February 29, 2020.
- (2) Not Applicable
- (3) The Award was approved by the Board of Directors of the issuer for purposes of 16b-3 and includes a tax withholding feature. The Award vested in full on 02/08/2017.
- 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 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.

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