Mattersight Corp Form 4 February 27, 2017

FORM 4

Check this box

Form 4 or

obligations

may continue.

See Instruction

Form 5

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

if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** 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

2. Issuer Name and Ticker or Trading

Mattersight Corp [MATR]

1(b).

(Last)

(City)

per share

(Print or Type Responses)

1. Name and Address of Reporting Person * Investor Growth Capital, LLC

(First)

1177 AVENUE OF THE AMERICAS, 47TH FLOOR

(Street)

(State)

(Middle) 3. Date of Earliest Transaction

Symbol

(Month/Day/Year) 02/23/2017

4. If Amendment, Date Original

(Zip)

Filed(Month/Day/Year)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director X 10% Owner Other (specify Officer (give title below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

NEW YORK, NY 10036

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securitie on(A) or Disp (Instr. 3, 4	osed o	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01	02/23/2017		P	118,187 (1)	A	\$ 3	2,838,557	I (1) (2)	See footnotes (1) (2) (3) (4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	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	ities	(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		
							Date	Title	Number		
						Lacroisdoic	Dute		of		
				Code V	(A) (D)				Shares		

Dalatianahin

X

Reporting Owners

Reporting Owner Name / Address	r Name / Address			
	Director	10% Owner	Officer	Other

Investor Growth Capital, LLC 1177 AVENUE OF THE AMERICAS, 47TH FLOOR NEW YORK, NY 10036

Signatures

/s/ Michael V.

Oporto 02/27/2017

**Signature of Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations, See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) On February 23, 2017, IGC Fund VI, L.P., a Delaware limited partnership (the "Fund"), acquired 118,187 shares of common stock, \$0.01 par value per share (the "Common Shares") of Mattersight Corporation, a Delaware corporation (the "Company").
- Investor Growth Capital, LLC, a Delaware limited liability company (the "General Partner"), is the general partner of the Fund. The

 General Partner possesses the sole power to vote and the sole power to direct the disposition of all securities of the Company held by the
 Fund. The General Partner is controlled by a Board of Directors consisting of Michael V. Oporto, Noah Walley, and Lennart Johansson.

 Messrs. Oporto and Walley are citizens of the United States of America; Mr. Johansson is a citizen of the Kingdom of Sweden.
 - An agent retained by an affiliate of the General Partner, Mr. Philip R. Dur, is a member of the Company's Board of Directors. Mr. Dur holds options to acquire Common Shares and, in addition, Mr. Dur may hold Common Shares, or other securities convertible into Common Shares. Mr. Dur separately files statements pursuant to Section 16 of the Securities Exchange Act of 1934 (the "Act") with
- (3) Common Shares. Mr. Dur separately flies statements pursuant to Section 16 of the Securities Exchange Act of 1934 (the Act) with respect to such options and securities. Pursuant to Rule 13d-4 under the Act, the General Partner disclaims beneficial ownership of any of the Company's securities held by Mr. Dur. Moreover, the General Partner disclaims group membership with Mr. Dur for the purposes of Section 13(d) of the Act, or for any other purpose.
- (4) The General Partner's interest in the Company's securities is limited to the extent of its pecuniary interest in such securities, if any, and neither the filing of this statement nor any of its contents shall be deemed to constitute an admission by the General Partner, or any other person/entity, that he, she or it was or is the beneficial owner of any of the Company's securities for purposes of Section 16 of the Act, or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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