## Edgar Filing: Mattersight Corp - Form 4

Form 4	•										
November 07 FORM Check this if no longe subject to	<b>4</b> UNITE	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES 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								OMB APPROVAL OMB 3235-0287 Number: January 31 Expires: January 31 2005 Estimated average burden hours per response 0.5	
Section 16 Form 4 or Form 5 obligations may contin <i>See</i> Instruct 1(b).	Filed p S Section 1										
(Print or Type Ro 1. Name and Ad	esponses) ldress of Reportir	ng Person <u>*</u>	2. Issuer	Name and	Ticker or T	radin	g	5. Relationship of	Reporting Pers	son(s) to	
Dresden Richard			2. Issuer Name <b>and</b> Ticker or Trading Symbol Mattersight Corp [MATR]					Issuer (Check all applicable)			
(Month/D 200 S. WACKER DRIVE, SUITE (Month/D 11/05/20 (Street) 4. If Ame			3. Date of Earliest Transaction (Month/Day/Year) 11/05/2014					Director 10% Owner X Officer (give title Other (specify below) below) EVP of Sales			
			Amendment, Date Original I(Month/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ul>				
CHICAGO, I									Aore than One Re		
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	ecurit	ties Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Executio any	med on Date, if Day/Year)	3. Transactic Code (Instr. 8) Code V	on(A) or Dis (D) (Instr. 3, 4 Amount	sposed	l 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	11/05/2014			А	10,000 (1)	А	<u>(2)</u>	81,000	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)	ransaction Date 3A. Deemed 4. nth/Day/Year) Execution Date, if Transa any Code (Month/Day/Year) (Instr.		5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 5.45	11/05/2014		А	10,000	(3)	11/05/2024	Common Stock	10,000

## **Reporting Owners**

\*\*Signature of Reporting Person

Reporting Owner Name / Address	Relationships						
I gran and a second	Director	10% Owner	Officer	Other			
Dresden Richard 200 S. WACKER DRIVE, SUITE 820 CHICAGO, IL 60606			EVP of Sales				
Signatures							
Christine R. Carsen, Attorney-in-fact	11/07/2	2014					

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 Mattersight Corporation 1999 Stock Incentive Plan. The Award will vest over 16(1) quarters beginning on November 30, 2014, subject to continuing employment. The Award was approved by the Board of Directors of the issuer for purposes of 16b-3 and includes a tax withholding feature.
- (2) Not Applicable
- Option grant under the Mattersight Corporation 1999 Stock Incentive Plan. The option will become exercisable at a rate of 6.25% per quarter over 16 quarters commencing on November 30, 2014.

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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