### Edgar Filing: Mattersight Corp - Form 4

Mattersight C Form 4	Corp										
February 22,	2016										
FORM	14 UNITED	STATE	SECUD	TTIES A	ND EV(	יערי	NCE	COMMISSION	,	PPROVAL	
	UNITED	SIAIE		hington,			NGE (	20101101155101	OMB Number:	3235-0287	
Check this box if no longer				NGES IN BENEFICIAL OWNERSHI SECURITIES					Expires: January 2 Estimated average burden hours per response		
Form 5 obligations may continue. See Instruction 1(b). 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									0.5		
(Print or Type F	Responses)										
1. Name and Address of Reporting Person <u>*</u> Polson Glenn H			2. Issuer Name <b>and</b> Ticker or Trading Symbol Mattersight Corp [MATR]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)		Earliest Tra	-	,		(Chec	ck all applicable	e)	
× ,	DISON, SUITE	3100	(Month/D 02/12/20	ay/Year)				Director X Officer (give below) VP of F		Owner er (specify ting	
Filed(Mor				endment, Date Original nth/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
CHICAGO,	IL 60606							Person		porting	
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative	Securi	ities Acc	quired, Disposed of	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	) Execution any	med on Date, if Day/Year)	3. Transactic Code (Instr. 8)	on(A) or Di (D)	ispose	d 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	02/12/2016			Code V A	Amount 2,763	(D) A	Price (2)	19,024	D		
Common Stock	02/12/2016			F	202 <u>(3)</u>	D	\$ 3.97	18,822	D		

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

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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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Under Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships							
	Director	10% Owner	Officer	Other				
Polson Glenn H 200 W. MADISON, SUITE 3100 CHICAGO, IL 60606			VP of Financial Reporting					
Signatures								
CI : CI D C								

Christine R. Carsen, Attorney-in-fact

02/22/2016

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 (1) approved by the Board of Directors of the issuer for purposes of 16b-3 and includes a tax withholding feature. The award will vest in full

- on 2/28/17.
- (2) Not Applicable
- (3) Amount withheld to satisfy tax withholding obligation due to executive meeting age and service requirements for accelerated vesting of 20% of the underlying award upon retirement. No such retirement or accelerated vesting has actually yet occurred.

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.