Mattersight Corp Form 4 May 17, 2016

## FORM 4

#### OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MULLEN DAVID B	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Loot) (Eirot) (Middle)	Mattersight Corp [MATR]	(Check all applicable)			
(Last) (First) (Middle)	3. Date of Earliest Transaction	V D' 100' O			
200 W. MADISON, SUITE 3100	(Month/Day/Year) 05/13/2016	X_ Director 10% Owner Officer (give title Other (specify below) below)			
(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			
(C:t) (Ct-t) (7:)					

(City)	(State) (Z	Zip) Table	I - Non-Do	erivative Securities Ac	quired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any	3. Transactio	4. Securities Acquired on(A) or Disposed of (D)	5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial
,,		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)  (A) or Amount (D) Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock	05/13/2016		A	10,000 A <u>ш</u>	48,000	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)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: Mattersight Corp - Form 4

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date Une		Underlying S	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)	\$ 3.57	05/13/2016		A	10,000	(2)	05/13/2026	Common Stock	10,000	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships				
1 0	Director	10% Owner	Officer	Other	
MULLEN DAVID B 200 W. MADISON, SUITE 3100 CHICAGO, IL 60606	X				

## **Signatures**

Christine R. Carsen, Attorney-in-fact 05/17/2016

\*\*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).
- (1) Annual grant of time-vesting restricted stock pursuant to Mattersight Corporation 1999 Stock Incentive Plan.
- (2) Annual option grant pursuant to Mattersight Corporation 1999 Stock Incentive Plan. Option vests in equal quarterly increments of 25% starting on May 31, 2016.
- (3) Not Applicable

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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