Mattersight Corp Form 4 November 17, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

OMB APPROVAL

burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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 ** Gustafson David R | | | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | | |
|--|----------|----------|--|--|--|--|--|
| | | | Mattersight Corp [MATR] | (Check all applicable) | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | . | | | |
| 200 W. MADISON, SUITE 3100 | | | (Month/Day/Year) 11/16/2016 | Director 10% Owner _X_ Officer (give title Other (specify below) EVP, COO & Interim CFO | | | |
| | (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 | | | |
| (City) | (State) | (Zip) | | | | | |

| (City) | (State) | (Zip) | Table I - Non | -Derivative Securities Acquired, Disposed | of, or Beneficially Owned |
|------------|----------------|-----------------|---------------|---|---------------------------|
| 1.Title of | 2. Transaction | Date 2A. Deemed | 3. | 4. Securities Acquired 5. Amount of | 6. Ownership 7. Nature o |

| 1.Title of | 2. Transaction Date | 2A. Deemed | 3. | 4. Securit | ies Ac | quired | 5. Amount of | 6. Ownership | 7. Nature of |
|-----------------|---------------------|--------------------|-------------------------------|---------------------|--------|------------|------------------|--------------|--------------|
| Security | (Month/Day/Year) | Execution Date, if | Transaction(A) or Disposed of | | | Securities | Form: Direct | Indirect | |
| (Instr. 3) | | any | Code | (D) | | | Beneficially | (D) or | Beneficial |
| | | (Month/Day/Year) | (Instr. 8) | (Instr. 3, 4 and 5) | | Owned | Indirect (I) | Ownership | |
| | | | | | | | Following | (Instr. 4) | (Instr. 4) |
| | | | | | (4) | | Reported | | |
| | | | | | (A) | | Transaction(s) | | |
| | | | α 1 α | A | or | ъ. | (Instr. 3 and 4) | | |
| ~ | | | Code V | Amount | (D) | Price | | | |
| Common Stock | 11/16/2016 | | A | 11,765 (1) | A | <u>(2)</u> | 336,941 | D | |
| Common Stock | 11/16/2016 | | D | 3,659 (3) | D | \$ 3.4 | 333,282 | D | |

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.

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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 | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Title | and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|-------------|---------------|-------------|-----------|-------------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transactio | onNumber | Expiration D | ate | Amount | t of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Underly | ing | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securitie | es | (Instr. 5) | Bene |
| | Derivative | | | | Securities | | | (Instr. 3 | and 4) | | Own |
| | Security | | | | Acquired | | | | | | Follo |
| | • | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | ^ | mount | | |
| | | | | | | | | | mount | | |
| | | | | | | Date | Expiration | Title N | r Jumber | | |
| | | | | | Exercisable | Date | | | | | |
| | | | | C + V | (A) (D) | | | 0 | | | |
| | | | | Code V | (A) (D) | | | S | hares | | |

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Gustafson David R

200 W. MADISON, SUITE 3100 EVP, COO & Interim CFO

CHICAGO, IL 60606

Signatures

David R. 11/17/2016 Gustafson

**Signature of Date 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).
- 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 11/16/2016.
- (2) Not Applicable
- 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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