Edgar Filing: Mattersight Corp - Form 4

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Mattersight Co	orp										
Form 4	2015										
December 02,	Л								OMB AF	PROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287		
Check this if no longer							Expires:	January 31,			
subject to Section 16. Form 4 or	SIAIEM	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Estimated a burden hour 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											
(Print or Type Re	esponses)										
			2. Issuer Name and Ticker or Trading Symbol Mattersight Corp [MATR]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (N	(liddle)	3. Date of Earliest Transaction (Che				(Check	ck all applicable)			
(Mont				I/30/2015				X Director 10% Owner X Officer (give title Other (specify below) President & CEO			
(Street) 4. If			4. If Ame	. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
Filed(Mo CHICAGO, IL 60606				(onth/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative S	Securi	ties Acqu	uired, Disposed of	, or Beneficial	ly Owned	
	2. Transaction Date (Month/Day/Year)	Execution any		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	11/30/2015			S	19,900	D	\$ 7.1	953,302	D		
Common Stock	11/30/2015			S	100	D	\$ 7.115	953,202	D		
Common Stock	11/30/2015			F	642 <u>(1)</u>	D	\$ 7.09	952,560	D		

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

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number.

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. Transactic Code (Instr. 8)	5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Under Secur	rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Other				
CONWAY KELLY D 200 W. MADISON, SUITE 3100 CHICAGO, IL 60606	Х		President & CEO					
Signatures								
Sheau-ming K. Ross, Attorney-in-fact	12	2/02/2015						
<pre>Signature of Reporting Person</pre>		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).

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 restricted stock, to satisfy mandatory tax withholding obligations. The disposition occurred pursuant to a pre-existing award agreement (1) and 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.