

Mattersight Corp  
Form SC 13D/A  
December 01, 2011

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

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934  
(Amendment No. 1)\***

**Mattersight Corporation**

(Name of Issuer)

**Common Stock**

(Title of Class of Securities)

**577097108**

(CUSIP Number)

**Robert Yin**

**Sutter Hill Ventures, 755 Page Mill Rd., Suite #A-200, Palo Alto, CA 94304 650-493-5600**

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

**November 30, 2011**

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

## Edgar Filing: Mattersight Corp - Form SC 13D/A

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

---

Edgar Filing: Mattersight Corp - Form SC 13D/A

CUSIP No. 577097108

1. Names of Reporting Persons  
Sutter Hill Ventures, A California Limited Partnership 77-0287059
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)  
WC
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization  
California, United States
- |   |     |                                      |
|---|-----|--------------------------------------|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 7.  | Sole Voting Power<br>2,725,773*      |
|   | 8.  | Shared Voting Power<br>0             |
|   | 9.  | Sole Dispositive Power<br>2,725,773* |
|   | 10. | Shared Dispositive Power<br>0        |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
2,725,773
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)  
16.6%
14. Type of Reporting Person (See Instructions)  
PN

---

\* See Note 2 on Exhibit A.

# Edgar Filing: Mattersight Corp - Form SC 13D/A

Introductory Note:

This Amendment No. 1 to Schedule 13D ( Amendment No. 1 ) is being filed as an amendment to the initial statement on Schedule 13D relating to the Common Stock, \$0.01 par value per share, of Mattersight Corporation (formerly known as eLoyalty Corporation), a Delaware corporation (the Issuer ), as filed with the Securities and Exchange Commission (the SEC ) on September 12, 2008 (the Original Schedule 13D ).

All capitalized terms not otherwise defined herein shall have the meaning ascribed to the terms in the Original Schedule 13D. The Original Schedule 13D is hereby amended and supplemented as follows and, except as expressly amended below, the Original Schedule 13D remains in full force and effect.

**Item 1. Security and Issuer**

The class of equity to which this Schedule 13D (this **Schedule** ) relates is the common stock, \$0.01 par value per share (the **Common Stock** ) of Mattersight Corporation, a Delaware corporation (the **Issuer** ), which has its principal place of business at 200 South Wacker, Suite 820, Chicago, IL 60606.

**Item 4. Purpose of Transaction**

Item 4. Purpose of Transaction of the Original Schedule 13D is hereby amended by adding the following to the end thereof: As per the partnership agreement, every 4 years, there is a distribution of shares without consideration to the Managing Directors of the General Partner of Sutter Hill Ventures, A California Limited Partnership (the Partnership ). On November 30, 2011, the Partnership made such a distribution in the aggregate amount of 193,001 shares of Common Stock and 71,326 shares of Series B Convertible Preferred Stock ( Series B Preferred Stock ) of the Issuer to the Managing Directors of the General Partner.

**Item 5. Interest in Securities of the Issuer**

(a) (b) The responses to Items 7 - 13 of the cover page of the Schedule are incorporated herein by reference. Please also see Exhibit A Note 2.

(c) The information included in Item 4 of this Amendment No. 1 is incorporated herein by reference.

(d) The Reporting Person knows of no other person having the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares beneficially owned by such Reporting Person.

(e) Not applicable

**Item 7. Material to be Filed as Exhibits**

1. Exhibit A.

**Signature**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

December 1, 2011  
Date

/s/ Robert Yin  
Signature

Robert Yin, Attorney-in-fact for Tench Coxe,  
Managing Director of the General Partner  
Name/Title

**ATTENTION**

**Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).**

Edgar Filing: Mattersight Corp - Form SC 13D/A

CUSIP No. 577097108

1. Names of Reporting Persons  
Sutter Hill Entrepreneurs Fund (AI), L.P. 94-3338942
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)  
WC
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization  
California, United States
- |   |     |                                   |
|---|-----|-----------------------------------|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 7.  | Sole Voting Power<br>14,707*      |
|   | 8.  | Shared Voting Power<br>0          |
|   | 9.  | Sole Dispositive Power<br>14,707* |
|   | 10. | Shared Dispositive Power<br>0     |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
14,707
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)  
0.1%
14. Type of Reporting Person (See Instructions)  
PN

---

\* See Note 3 on Exhibit A.

# Edgar Filing: Mattersight Corp - Form SC 13D/A

Introductory Note:

This Amendment No. 1 to Schedule 13D ( Amendment No. 1 ) is being filed as an amendment to the initial statement on Schedule 13D relating to the Common Stock, \$0.01 par value per share, of Mattersight Corporation (formerly known as eLoyalty Corporation), a Delaware corporation (the Issuer ), as filed with the Securities and Exchange Commission (the SEC ) on September 12, 2008 (the Original Schedule 13D ).

All capitalized terms not otherwise defined herein shall have the meaning ascribed to the terms in the Original Schedule 13D. The Original Schedule 13D is hereby amended and supplemented as follows and, except as expressly amended below, the Original Schedule 13D remains in full force and effect.

**Item 1. Security and Issuer**

The class of equity to which this Schedule 13D (this Schedule ) relates is the common stock, \$0.01 par value per share (the Common Stock ) of Mattersight Corporation, a Delaware corporation (the Issuer ), which has its principal place of business at 200 South Wacker, Suite 820, Chicago, IL 60606.

**Item 5. Interest in Securities of the Issuer**

(a) (b) The responses to Items 7 - 13 of the cover page of the Schedule are incorporated herein by reference. Please also see Exhibit A Note 3.

(d) The Reporting Person knows of no other person having the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares beneficially owned by such Reporting Person.

(e) Not applicable

**Item 7. Material to be Filed as Exhibits**

1. Exhibit A.

**Signature**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

December 1, 2011  
Date

/s/ Robert Yin  
Signature

Robert Yin, Attorney-in-fact for Tench Coxe,

Managing Director of the General Partner  
Name/Title

**ATTENTION**

**Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).**



Edgar Filing: Mattersight Corp - Form SC 13D/A

CUSIP No. 577097108

1. Names of Reporting Persons  
Sutter Hill Entrepreneurs Fund (QP), L.P. 94-3338941
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)  
WC
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization  
California, United States
- |   |     |                                   |
|---|-----|-----------------------------------|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 7.  | Sole Voting Power<br>37,265*      |
|   | 8.  | Shared Voting Power<br>0          |
|   | 9.  | Sole Dispositive Power<br>37,265* |
|   | 10. | Shared Dispositive Power<br>0     |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
37,265
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)  
0.2%
14. Type of Reporting Person (See Instructions)  
PN

---

\* See Note 4 on Exhibit A.

Introductory Note:

This Amendment No. 1 to Schedule 13D ( Amendment No. 1 ) is being filed as an amendment to the initial statement on Schedule 13D relating to the Common Stock, \$0.01 par value per share, of Mattersight Corporation (formerly known as eLoyalty Corporation), a Delaware corporation (the Issuer ), as filed with the Securities and Exchange Commission (the SEC ) on September 12, 2008 (the Original Schedule 13D ).

All capitalized terms not otherwise defined herein shall have the meaning ascribed to the terms in the Original Schedule 13D. The Original Schedule 13D is hereby amended and supplemented as follows and, except as expressly amended below, the Original Schedule 13D remains in full force and effect.

**Item 1. Security and Issuer**

The class of equity to which this Schedule 13D (this Schedule ) relates is the common stock, \$0.01 par value per share (the Common Stock ) of Mattersight Corporation, a Delaware corporation (the Issuer ), which has its principal place of business at 200 South Wacker, Suite 820, Chicago, IL 60606.

**Item 5. Interest in Securities of the Issuer**

(a) (b) The responses to Items 7 - 13 of the cover page of the Schedule are incorporated herein by reference. Please also see Exhibit A Note 4.

(d) The Reporting Person knows of no other person having the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares beneficially owned by such Reporting Person.

(e) Not applicable

**Item 7. Material to be Filed as Exhibits**

1. Exhibit A.

**Signature**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

December 1, 2011  
Date

/s/ Robert Yin  
Signature

Robert Yin, Attorney-in-fact for Tench Coxe,  
Managing Director of the General Partner  
Name/Title

**ATTENTION**

**Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).**

Edgar Filing: Mattersight Corp - Form SC 13D/A

CUSIP No. 577097108

- |     |  |
|-----|--|
| 1.  | Names of Reporting Persons<br>David L. Anderson  |
| 2.  | Check the Appropriate Box if a Member of a Group (See Instructions)<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3.  | SEC Use Only   |
| 4.  | Source of Funds (See Instructions)<br>PF   |
| 5.  | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>                                |
| 6.  | Citizenship or Place of Organization<br>California, United States  |
| 7.  | Sole Voting Power<br>229,985*  |
| 8.  | Shared Voting Power<br>2,777,745**   |
| 9.  | Sole Dispositive Power<br>229,985*   |
| 10. | Shared Dispositive Power<br>2,777,745**  |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person<br>3,007,730  |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/>                               |
| 13. | Percent of Class Represented by Amount in Row (11)<br>18.2%  |
| 14. | Type of Reporting Person (See Instructions)<br>IN  |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

---

\* See Note 5 on Exhibit A.

\*\* Includes shares owned by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P. See Exhibit A.

Introductory Note:

This Amendment No. 1 to Schedule 13D ( Amendment No. 1 ) is being filed as an amendment to the initial statement on Schedule 13D relating to the Common Stock, \$0.01 par value per share, of Mattersight Corporation (formerly known as eLoyalty Corporation), a Delaware corporation (the Issuer ), as filed with the Securities and Exchange Commission (the SEC ) on September 12, 2008 (the Original Schedule 13D ).

All capitalized terms not otherwise defined herein shall have the meaning ascribed to the terms in the Original Schedule 13D. The Original Schedule 13D is hereby amended and supplemented as follows and, except as expressly amended below, the Original Schedule 13D remains in full force and effect.

**Item 1. Security and Issuer**

The class of equity to which this Schedule 13D (this Schedule ) relates is the common stock, \$0.01 par value per share (the Common Stock ) of Mattersight Corporation, a Delaware corporation (the Issuer ), which has its principal place of business at 200 South Wacker, Suite 820, Chicago, IL 60606.

**Item 4. Purpose of Transaction**

Item 4. Purpose of Transaction of the Original Schedule 13D is hereby amended by adding the following to the end thereof: As per the partnership agreement, every 4 years, there is a distribution of shares without consideration to the Managing Directors of the General Partner of Sutter Hill Ventures, A California Limited Partnership (the Partnership ). On November 30, 2011, the Partnership made such a distribution in the aggregate amount of 193,001 shares of Common Stock and 71,326 shares of Series B Convertible Preferred Stock ( Series B Preferred Stock ) of the Issuer to the Managing Directors of the General Partner. In connection with this distribution, the Reporting Person received 3,822 shares of Common Stock and 1,412 shares of Series Preferred B Stock.

**Item 5. Interest in Securities of the Issuer**

(a) (b) The responses to Items 7 - 13 of the cover page of the Schedule are incorporated herein by reference. Please also see Exhibit A Note 5.

(c) The information included in Item 4 of this Amendment No. 1 is incorporated herein by reference.

(d) The Reporting Person knows of no other person having the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares beneficially owned by such Reporting Person.

(e) Not applicable

**Item 7. Material to be Filed as Exhibits**

1. Exhibit A.

**Signature**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

December 1, 2011  
Date

/s/ Robert Yin  
Signature

Robert Yin, Attorney-in-fact for David L. Anderson  
Name/Title

**ATTENTION**

**Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).**

Edgar Filing: Mattersight Corp - Form SC 13D/A

CUSIP No. 577097108

1. Names of Reporting Persons  
G. Leonard Baker, Jr.
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
 

(a)	<input type="radio"/>
(b)	<input checked="" type="radio"/>
  3. SEC Use Only
  4. Source of Funds (See Instructions)  
PF
  5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
  6. Citizenship or Place of Organization  
California, United States
- |   |     |   |
|---|-----|---|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 7.  | Sole Voting Power<br>254,182*           |
|   | 8.  | Shared Voting Power<br>2,777,745**      |
|   | 9.  | Sole Dispositive Power<br>254,182*      |
|   | 10. | Shared Dispositive Power<br>2,777,745** |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
3,031,927
  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
  13. Percent of Class Represented by Amount in Row (11)  
18.3%
  14. Type of Reporting Person (See Instructions)  
IN

---

\* See Note 6 on Exhibit A.

\*\* Includes shares owned by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P. See Exhibit A.

Introductory Note:

This Amendment No. 1 to Schedule 13D ( Amendment No. 1 ) is being filed as an amendment to the initial statement on Schedule 13D relating to the Common Stock, \$0.01 par value per share, of Mattersight Corporation (formerly known as eLoyalty Corporation), a Delaware corporation (the Issuer ), as filed with the Securities and Exchange Commission (the SEC ) on September 12, 2008 (the Original Schedule 13D ).

All capitalized terms not otherwise defined herein shall have the meaning ascribed to the terms in the Original Schedule 13D. The Original Schedule 13D is hereby amended and supplemented as follows and, except as expressly amended below, the Original Schedule 13D remains in full force and effect.

**Item 1. Security and Issuer**

The class of equity to which this Schedule 13D (this Schedule ) relates is the common stock, \$0.01 par value per share (the Common Stock ) of Mattersight Corporation, a Delaware corporation (the Issuer ), which has its principal place of business at 200 South Wacker, Suite 820, Chicago, IL 60606.

**Item 4. Purpose of Transaction**

Item 4. Purpose of Transaction of the Original Schedule 13D is hereby amended by adding the following to the end thereof: As per the partnership agreement, every 4 years, there is a distribution of shares without consideration to the Managing Directors of the General Partner of Sutter Hill Ventures, A California Limited Partnership (the Partnership ). On November 30, 2011, the Partnership made such a distribution in the aggregate amount of 193,001 shares of Common Stock and 71,326 shares of Series B Convertible Preferred Stock ( Series B Preferred Stock ) of the Issuer to the Managing Directors of the General Partner. In connection with this distribution, the Reporting Person received 11,329 shares of Common Stock and 4,187 shares of Series Preferred B Stock.

**Item 5. Interest in Securities of the Issuer**

(a) (b) The responses to Items 7 - 13 of the cover page of the Schedule are incorporated herein by reference. Please also see Exhibit A Note 6.

(c) The information included in Item 4 of this Amendment No. 1 is incorporated herein by reference.

(d) The Reporting Person knows of no other person having the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares beneficially owned by such Reporting Person.

(e) Not applicable

**Item 7. Material to be Filed as Exhibits**

1. Exhibit A.



**Signature**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

December 1, 2011  
Date

/s/ Robert Yin  
Signature

Robert Yin, Attorney-in-fact for G. Leonard Baker, Jr.  
Name/Title

**ATTENTION**

**Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).**

Edgar Filing: Mattersight Corp - Form SC 13D/A

CUSIP No. 577097108

1. Names of Reporting Persons  
William H. Younger, Jr.
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
 

(a)	<input type="radio"/>
(b)	<input checked="" type="radio"/>
  3. SEC Use Only
  4. Source of Funds (See Instructions)  
PF
  5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
  6. Citizenship or Place of Organization  
California, United States
- |   |     |   |
|---|-----|---|
|   | 7.  | Sole Voting Power<br>287,554*           |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8.  | Shared Voting Power<br>2,777,745**      |
|   | 9.  | Sole Dispositive Power<br>287,554*      |
|   | 10. | Shared Dispositive Power<br>2,777,745** |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
3,065,299
  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
  13. Percent of Class Represented by Amount in Row (11)  
18.5%
  14. Type of Reporting Person (See Instructions)  
IN

---

\* See Note 7 on Exhibit A.

\*\* Includes shares owned by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P. See Exhibit A.

Introductory Note:

This Amendment No. 1 to Schedule 13D ( Amendment No. 1 ) is being filed as an amendment to the initial statement on Schedule 13D relating to the Common Stock, \$0.01 par value per share, of Mattersight Corporation (formerly known as eLoyalty Corporation), a Delaware corporation (the Issuer ), as filed with the Securities and Exchange Commission (the SEC ) on September 12, 2008 (the Original Schedule 13D ).

All capitalized terms not otherwise defined herein shall have the meaning ascribed to the terms in the Original Schedule 13D. The Original Schedule 13D is hereby amended and supplemented as follows and, except as expressly amended below, the Original Schedule 13D remains in full force and effect.

**Item 1. Security and Issuer**

The class of equity to which this Schedule 13D (this Schedule ) relates is the common stock, \$0.01 par value per share (the Common Stock ) of Mattersight Corporation, a Delaware corporation (the Issuer ), which has its principal place of business at 200 South Wacker, Suite 820, Chicago, IL 60606.

**Item 4. Purpose of Transaction**

Item 4. Purpose of Transaction of the Original Schedule 13D is hereby amended by adding the following to the end thereof: As per the partnership agreement, every 4 years, there is a distribution of shares without consideration to the Managing Directors of the General Partner of Sutter Hill Ventures, A California Limited Partnership (the Partnership ). On November 30, 2011, the Partnership made such a distribution in the aggregate amount of 193,001 shares of Common Stock and 71,326 shares of Series B Convertible Preferred Stock ( Series B Preferred Stock ) of the Issuer to the Managing Directors of the General Partner. In connection with this distribution, the Reporting Person received 11,703 shares of Common Stock and 4,325 shares of Series Preferred B Stock.

**Item 5. Interest in Securities of the Issuer**

(a) (b) The responses to Items 7 - 13 of the cover page of the Schedule are incorporated herein by reference. Please also see Exhibit A Note 7.

(c) The information included in Item 4 of this Amendment No. 1 is incorporated herein by reference.

(d) The Reporting Person knows of no other person having the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares beneficially owned by such Reporting Person.

(e) Not applicable

**Item 7. Material to be Filed as Exhibits**

1. Exhibit A.

**Signature**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

December 1, 2011  
Date

/s/ Robert Yin  
Signature

Robert Yin, Attorney-in-fact for William H. Younger, Jr.  
Name/Title

**ATTENTION**

**Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).**

Edgar Filing: Mattersight Corp - Form SC 13D/A

CUSIP No. 577097108

- |     |  |
|-----|--|
| 1.  | Names of Reporting Persons<br>Tench Coxe   |
| 2.  | Check the Appropriate Box if a Member of a Group (See Instructions)<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3.  | SEC Use Only   |
| 4.  | Source of Funds (See Instructions)<br>PF   |
| 5.  | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>                                |
| 6.  | Citizenship or Place of Organization<br>California, United States  |
| 7.  | Sole Voting Power<br>689,108*  |
| 8.  | Shared Voting Power<br>2,777,745**   |
| 9.  | Sole Dispositive Power<br>689,108*   |
| 10. | Shared Dispositive Power<br>2,777,745**  |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person<br>3,466,853  |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/>                               |
| 13. | Percent of Class Represented by Amount in Row (11)<br>20.7%  |
| 14. | Type of Reporting Person (See Instructions)<br>IN  |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

---

\* See Note 8 on Exhibit A.

\*\* Includes shares owned by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P. See Exhibit A.

Introductory Note:

This Amendment No. 1 to Schedule 13D ( Amendment No. 1 ) is being filed as an amendment to the initial statement on Schedule 13D relating to the Common Stock, \$0.01 par value per share, of Mattersight Corporation (formerly known as eLoyalty Corporation), a Delaware corporation (the Issuer ), as filed with the Securities and Exchange Commission (the SEC ) on September 12, 2008 (the Original Schedule 13D ).

All capitalized terms not otherwise defined herein shall have the meaning ascribed to the terms in the Original Schedule 13D. The Original Schedule 13D is hereby amended and supplemented as follows and, except as expressly amended below, the Original Schedule 13D remains in full force and effect.

**Item 1. Security and Issuer**

The class of equity to which this Schedule 13D (this Schedule ) relates is the common stock, \$0.01 par value per share (the Common Stock ) of Mattersight Corporation, a Delaware corporation (the Issuer ), which has its principal place of business at 200 South Wacker, Suite 820, Chicago, IL 60606.

**Item 4. Purpose of Transaction**

Item 4. Purpose of Transaction of the Original Schedule 13D is hereby amended by adding the following to the end thereof: As per the partnership agreement, every 4 years, there is a distribution of shares without consideration to the Managing Directors of the General Partner of Sutter Hill Ventures, A California Limited Partnership (the Partnership ). On November 30, 2011, the Partnership made such a distribution in the aggregate amount of 193,001 shares of Common Stock and 71,326 shares of Series B Convertible Preferred Stock ( Series B Preferred Stock ) of the Issuer to the Managing Directors of the General Partner. In connection with this distribution, the Reporting Person received 48,094 shares of Common Stock and 17,773 shares of Series Preferred B Stock.

**Item 5. Interest in Securities of the Issuer**

(a) (b) The responses to Items 7 - 13 of the cover page of the Schedule are incorporated herein by reference. Please also see Exhibit A Note 8.

(b) The information included in Item 4 of this Amendment No. 1 is incorporated herein by reference.

(d) The Reporting Person knows of no other person having the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares beneficially owned by such Reporting Person.

(e) Not applicable

**Item 7. Material to be Filed as Exhibits**

1. Exhibit A.

**Signature**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

December 1, 2011  
Date

/s/ Robert Yin  
Signature

Robert Yin, Attorney-in-fact for Tench Coxe  
Name/Title

**ATTENTION**

**Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).**

Edgar Filing: Mattersight Corp - Form SC 13D/A

CUSIP No. 577097108

- |     |  |
|-----|--|
| 1.  | Names of Reporting Persons<br>Gregory P. Sands   |
| 2.  | Check the Appropriate Box if a Member of a Group (See Instructions)<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3.  | SEC Use Only   |
| 4.  | Source of Funds (See Instructions)<br>PF   |
| 5.  | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>                                |
| 6.  | Citizenship or Place of Organization<br>California, United States  |
| 7.  | Sole Voting Power<br>91,748*   |
| 8.  | Shared Voting Power<br>2,777,745**   |
| 9.  | Sole Dispositive Power<br>91,748*  |
| 10. | Shared Dispositive Power<br>2,777,745**  |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person<br>2,869,493  |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/>                               |
| 13. | Percent of Class Represented by Amount in Row (11)<br>17.4%  |
| 14. | Type of Reporting Person (See Instructions)<br>IN  |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

---

\* See Note 9 on Exhibit A.

\*\* Includes shares owned by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P. See Exhibit A.



Introductory Note:

This Amendment No. 1 to Schedule 13D ( Amendment No. 1 ) is being filed as an amendment to the initial statement on Schedule 13D relating to the Common Stock, \$0.01 par value per share, of Mattersight Corporation (formerly known as eLoyalty Corporation), a Delaware corporation (the Issuer ), as filed with the Securities and Exchange Commission (the SEC ) on September 12, 2008 (the Original Schedule 13D ).

All capitalized terms not otherwise defined herein shall have the meaning ascribed to the terms in the Original Schedule 13D. The Original Schedule 13D is hereby amended and supplemented as follows and, except as expressly amended below, the Original Schedule 13D remains in full force and effect.

**Item 1. Security and Issuer**

The class of equity to which this Schedule 13D (this Schedule ) relates is the common stock, \$0.01 par value per share (the Common Stock ) of Mattersight Corporation, a Delaware corporation (the Issuer ), which has its principal place of business at 200 South Wacker, Suite 820, Chicago, IL 60606.

**Item 4. Purpose of Transaction**

Item 4. Purpose of Transaction of the Original Schedule 13D is hereby amended by adding the following to the end thereof: As per the partnership agreement, every 4 years, there is a distribution of shares without consideration to the Managing Directors of the General Partner of Sutter Hill Ventures, A California Limited Partnership (the Partnership ). On November 30, 2011, the Partnership made such a distribution in the aggregate amount of 193,001 shares of Common Stock and 71,326 shares of Series B Convertible Preferred Stock ( Series B Preferred Stock ) of the Issuer to the Managing Directors of the General Partner. In connection with this distribution, the Reporting Person received 15,316 shares of Common Stock and 5,660 shares of Series Preferred B Stock.

**Item 5. Interest in Securities of the Issuer**

(a) (b) The responses to Items 7 - 13 of the cover page of the Schedule are incorporated herein by reference. Please also see Exhibit A Note 9.

(c) The information included in Item 4 of this Amendment No. 1 is incorporated herein by reference.

(d) The Reporting Person knows of no other person having the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares beneficially owned by such Reporting Person.

(e) Not applicable

**Item 7. Material to be Filed as Exhibits**

1. Exhibit A.

**Signature**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

December 1, 2011  
Date

/s/ Robert Yin  
Signature

Robert Yin, Attorney-in-fact for Gregory P. Sands  
Name/Title

**ATTENTION**

**Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).**

Edgar Filing: Mattersight Corp - Form SC 13D/A

CUSIP No. 577097108

- |     |  |
|-----|--|
| 1.  | Names of Reporting Persons<br>James C. Gaither   |
| 2.  | Check the Appropriate Box if a Member of a Group (See Instructions)<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3.  | SEC Use Only   |
| 4.  | Source of Funds (See Instructions)<br>PF   |
| 5.  | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>                                |
| 6.  | Citizenship or Place of Organization<br>California, United States  |
| 7.  | Sole Voting Power<br>57,937*   |
| 8.  | Shared Voting Power<br>2,777,745**   |
| 9.  | Sole Dispositive Power<br>57,937*  |
| 10. | Shared Dispositive Power<br>2,777,745**  |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person<br>2,835,682  |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/>                               |
| 13. | Percent of Class Represented by Amount in Row (11)<br>17.2%  |
| 14. | Type of Reporting Person (See Instructions)<br>IN  |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

---

\* See Note 10 on Exhibit A.

\*\* Includes shares owned by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P. See Exhibit A.

## Edgar Filing: Mattersight Corp - Form SC 13D/A

### Introductory Note:

This Amendment No. 1 to Schedule 13D ( Amendment No. 1 ) is being filed as an amendment to the initial statement on Schedule 13D relating to the Common Stock, \$0.01 par value per share, of Mattersight Corporation (formerly known as eLoyalty Corporation), a Delaware corporation (the Issuer ), as filed with the Securities and Exchange Commission (the SEC ) on September 12, 2008 (the Original Schedule 13D ).

All capitalized terms not otherwise defined herein shall have the meaning ascribed to the terms in the Original Schedule 13D. The Original Schedule 13D is hereby amended and supplemented as follows and, except as expressly amended below, the Original Schedule 13D remains in full force and effect.

### Item 1.

#### Security and Issuer

The class of equity to which this Schedule 13D (this Schedule ) relates is the common stock, \$0.01 par value per share (the Common Stock ) of Mattersight Corporation, a Delaware corporation (the Issuer ), which has its principal place of business at 200 South Wacker, Suite 820, Chicago, IL 60606.

### Item 4.

#### Purpose of Transaction

Item 4. Purpose of Transaction of the Original Schedule 13D is hereby amended by adding the following to the end thereof: As per the partnership agreement, every 4 years, there is a distribution of shares without consideration to the Managing Directors of the General Partner of Sutter Hill Ventures, A California Limited Partnership (the Partnership ). On November 30, 2011, the Partnership made such a distribution in the aggregate amount of 193,001 shares of Common Stock and 71,326 shares of Series B Convertible Preferred Stock ( Series B Preferred Stock ) of the Issuer to the Managing Directors of the General Partner. In connection with this distribution, the Reporting Person received 7,314 shares of Common Stock and 2,703 shares of Series Preferred B Stock.

### Item 5.

#### Interest in Securities of the Issuer

(a) (b) The responses to Items 7 - 13 of the cover page of the Schedule are incorporated herein by reference. Please also see Exhibit A Note 10.

(c) The information included in Item 4 of this Amendment No. 1 is incorporated herein by reference.

(d) The Reporting Person knows of no other person having the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares beneficially owned by such Reporting Person.

(e) Not applicable

### Item 7.

#### Material to be Filed as Exhibits

1. Exhibit A.

**Signature**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

December 1, 2011  
Date

/s/ Robert Yin  
Signature

Robert Yin, Attorney-in-fact for James C. Gaither  
Name/Title

**ATTENTION**

**Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).**

Edgar Filing: Mattersight Corp - Form SC 13D/A

CUSIP No. 577097108

1. Names of Reporting Persons  
James N. White
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)  
PF
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization  
California, United States
- |   |     |   |
|---|-----|---|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 7.  | Sole Voting Power<br>169,581*           |
|   | 8.  | Shared Voting Power<br>2,777,745**      |
|   | 9.  | Sole Dispositive Power<br>169,581*      |
|   | 10. | Shared Dispositive Power<br>2,777,745** |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
2,947,326
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)  
17.8%
14. Type of Reporting Person (See Instructions)  
IN

---

\* See Note 11 on Exhibit A.

\*\* Includes shares owned by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P. See Exhibit A.

Introductory Note:

This Amendment No. 1 to Schedule 13D ( Amendment No. 1 ) is being filed as an amendment to the initial statement on Schedule 13D relating to the Common Stock, \$0.01 par value per share, of Mattersight Corporation (formerly known as eLoyalty Corporation), a Delaware corporation (the Issuer ), as filed with the Securities and Exchange Commission (the SEC ) on September 12, 2008 (the Original Schedule 13D ).

All capitalized terms not otherwise defined herein shall have the meaning ascribed to the terms in the Original Schedule 13D. The Original Schedule 13D is hereby amended and supplemented as follows and, except as expressly amended below, the Original Schedule 13D remains in full force and effect.

**Item 1. Security and Issuer**

The class of equity to which this Schedule 13D (this Schedule ) relates is the common stock, \$0.01 par value per share (the Common Stock ) of Mattersight Corporation, a Delaware corporation (the Issuer ), which has its principal place of business at 200 South Wacker, Suite 820, Chicago, IL 60606.

**Item 4. Purpose of Transaction**

Item 4. Purpose of Transaction of the Original Schedule 13D is hereby amended by adding the following to the end thereof: As per the partnership agreement, every 4 years, there is a distribution of shares without consideration to the Managing Directors of the General Partner of Sutter Hill Ventures, A California Limited Partnership (the Partnership ). On November 30, 2011, the Partnership made such a distribution in the aggregate amount of 193,001 shares of Common Stock and 71,326 shares of Series B Convertible Preferred Stock ( Series B Preferred Stock ) of the Issuer to the Managing Directors of the General Partner. In connection with this distribution, the Reporting Person received 41,314 shares of Common Stock and 15,268 shares of Series Preferred B Stock.

**Item 5. Interest in Securities of the Issuer**

(a) (b) The responses to Items 7 - 13 of the cover page of the Schedule are incorporated herein by reference. Please also see Exhibit A Note 11.

(c)The information included in Item 4 of this Amendment No. 1 is incorporated herein by reference.

(d) The Reporting Person knows of no other person having the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares beneficially owned by such Reporting Person.

(e) Not applicable

**Item 7. Material to be Filed as Exhibits**

1. Exhibit A.

**Signature**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

December 1, 2011  
Date

/s/ Robert Yin  
Signature

Robert Yin, Attorney-in-fact for James N. White  
Name/Title

**ATTENTION**

**Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).**



Edgar Filing: Mattersight Corp - Form SC 13D/A

CUSIP No. 577097108

1. Names of Reporting Persons  
Jeffrey W. Bird
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
    - (a)
    - (b)
  3. SEC Use Only
  4. Source of Funds (See Instructions)  
PF
  5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
  6. Citizenship or Place of Organization  
California, United States
- |   |     |                          |             |
|---|-----|--------------------------|-------------|
|   | 7.  | Sole Voting Power        |             |
|   |     |                          | 126,074*    |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8.  | Shared Voting Power      |             |
|   |     |                          | 2,777,745** |
|   | 9.  | Sole Dispositive Power   |             |
|   |     |                          | 126,074*    |
|   | 10. | Shared Dispositive Power |             |
|   |     |                          | 2,777,745** |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
2,903,819
  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
  13. Percent of Class Represented by Amount in Row (11)  
17.6%
  14. Type of Reporting Person (See Instructions)  
IN

---

\* See Note 12 on Exhibit A.

\*\* Includes shares owned by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P. See Exhibit A.

Introductory Note:

This Amendment No. 1 to Schedule 13D ( Amendment No. 1 ) is being filed as an amendment to the initial statement on Schedule 13D relating to the Common Stock, \$0.01 par value per share, of Mattersight Corporation (formerly known as eLoyalty Corporation), a Delaware corporation (the Issuer ), as filed with the Securities and Exchange Commission (the SEC ) on September 12, 2008 (the Original Schedule 13D ).

All capitalized terms not otherwise defined herein shall have the meaning ascribed to the terms in the Original Schedule 13D. The Original Schedule 13D is hereby amended and supplemented as follows and, except as expressly amended below, the Original Schedule 13D remains in full force and effect.

**Item 1.**

**Security and Issuer**

The class of equity to which this Schedule 13D (this Schedule ) relates is the common stock, \$0.01 par value per share (the Common Stock ) of Mattersight Corporation, a Delaware corporation (the Issuer ), which has its principal place of business at 200 South Wacker, Suite 820, Chicago, IL 60606.

**Item 4.**

**Purpose of Transaction**

Item 4. Purpose of Transaction of the Original Schedule 13D is hereby amended by adding the following to the end thereof: As per the partnership agreement, every 4 years, there is a distribution of shares without consideration to the Managing Directors of the General Partner of Sutter Hill Ventures, A California Limited Partnership (the Partnership ). On November 30, 2011, the Partnership made such a distribution in the aggregate amount of 193,001 shares of Common Stock and 71,326 shares of Series B Convertible Preferred Stock ( Series B Preferred Stock ) of the Issuer to the Managing Directors of the General Partner. In connection with this distribution, the Reporting Person received 37,942 shares of Common Stock and 14,022 shares of Series Preferred B Stock.

**Item 5.**

**Interest in Securities of the Issuer**

(a) (b) The responses to Items 7 - 13 of the cover page of the Schedule are incorporated herein by reference. Please also see Exhibit A Note 12.

(c) The information included in Item 4 of this Amendment No. 1 is incorporated herein by reference.

(d) The Reporting Person knows of no other person having the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares beneficially owned by such Reporting Person.

(e) Not applicable

**Item 7.**

**Material to be Filed as Exhibits**

1. Exhibit A.

**Signature**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

December 1, 2011  
Date

/s/ Robert Yin  
Signature

Robert Yin, Attorney-in-fact for Jeffrey W. Bird  
Name/Title

**ATTENTION**

**Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).**

Edgar Filing: Mattersight Corp - Form SC 13D/A

CUSIP No. 577097108

1. Names of Reporting Persons  
David E. Sweet
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)  
PF
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization  
California, United States
7. Sole Voting Power  
48,722\*
8. Shared Voting Power  
2,777,745\*\*
9. Sole Dispositive Power  
48,722\*
10. Shared Dispositive Power  
2,777,745\*\*
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
2,826,467
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)  
17.1%
14. Type of Reporting Person (See Instructions)  
IN

---

\* See Note 13 on Exhibit A.

\*\* Includes shares owned by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P. See Exhibit A.

Introductory Note:

This Amendment No. 1 to Schedule 13D ( Amendment No. 1 ) is being filed as an amendment to the initial statement on Schedule 13D relating to the Common Stock, \$0.01 par value per share, of Mattersight Corporation (formerly known as eLoyalty Corporation), a Delaware corporation (the Issuer ), as filed with the Securities and Exchange Commission (the SEC ) on September 12, 2008 (the Original Schedule 13D ).

All capitalized terms not otherwise defined herein shall have the meaning ascribed to the terms in the Original Schedule 13D. The Original Schedule 13D is hereby amended and supplemented as follows and, except as expressly amended below, the Original Schedule 13D remains in full force and effect.

**Item 1.**

**Security and Issuer**

The class of equity to which this Schedule 13D (this Schedule ) relates is the common stock, \$0.01 par value per share (the Common Stock ) of Mattersight Corporation, a Delaware corporation (the Issuer ), which has its principal place of business at 200 South Wacker, Suite 820, Chicago, IL 60606.

**Item 4.**

**Purpose of Transaction**

Item 4. Purpose of Transaction of the Original Schedule 13D is hereby amended by adding the following to the end thereof: As per the partnership agreement, every 4 years, there is a distribution of shares without consideration to the Managing Directors of the General Partner of Sutter Hill Ventures, A California Limited Partnership (the Partnership ). On November 30, 2011, the Partnership made such a distribution in the aggregate amount of 193,001 shares of Common Stock and 71,326 shares of Series B Convertible Preferred Stock ( Series B Preferred Stock ) of the Issuer to the Managing Directors of the General Partner. In connection with this distribution, the Reporting Person received 3,802 shares of Common Stock and 1,405 shares of Series Preferred B Stock.

**Item 5.**

**Interest in Securities of the Issuer**

(a) (b) The responses to Items 7 - 13 of the cover page of the Schedule are incorporated herein by reference. Please also see Exhibit A Note 13.

(c) The information included in Item 4 of this Amendment No. 1 is incorporated herein by reference.

(d) The Reporting Person knows of no other person having the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares beneficially owned by such Reporting Person.

(e) Not applicable

**Item 7.**

**Material to be Filed as Exhibits**

1. Exhibit A.

**Signature**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

December 1, 2011  
Date

/s/ Robert Yin  
Signature

Robert Yin, Attorney-in-fact for David E. Sweet  
Name/Title

**ATTENTION**  
**Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).**

Edgar Filing: Mattersight Corp - Form SC 13D/A

CUSIP No. 577097108

- |     |  |
|-----|--|
| 1.  | Names of Reporting Persons<br>Andrew T. Sheehan  |
| 2.  | Check the Appropriate Box if a Member of a Group (See Instructions)<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3.  | SEC Use Only   |
| 4.  | Source of Funds (See Instructions)<br>PF   |
| 5.  | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>                                |
| 6.  | Citizenship or Place of Organization<br>California, United States  |
| 7.  | Sole Voting Power<br>19,119*   |
| 8.  | Shared Voting Power<br>2,777,745**   |
| 9.  | Sole Dispositive Power<br>19,119*  |
| 10. | Shared Dispositive Power<br>2,777,745**  |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person<br>2,796,864  |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/>                               |
| 13. | Percent of Class Represented by Amount in Row (11)<br>17.0%  |
| 14. | Type of Reporting Person (See Instructions)<br>IN  |

---

\* See Note 14 on Exhibit A.

\*\* Includes shares owned by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P. See Exhibit A.

Introductory Note:

This Amendment No. 1 to Schedule 13D ( Amendment No. 1 ) is being filed as an amendment to the initial statement on Schedule 13D relating to the Common Stock, \$0.01 par value per share, of Mattersight Corporation (formerly known as eLoyalty Corporation), a Delaware corporation (the Issuer ), as filed with the Securities and Exchange Commission (the SEC ) on September 12, 2008 (the Original Schedule 13D ).

All capitalized terms not otherwise defined herein shall have the meaning ascribed to the terms in the Original Schedule 13D. The Original Schedule 13D is hereby amended and supplemented as follows and, except as expressly amended below, the Original Schedule 13D remains in full force and effect.

**Item 1. Security and Issuer**

The class of equity to which this Schedule 13D (this Schedule ) relates is the common stock, \$0.01 par value per share (the Common Stock ) of Mattersight Corporation, a Delaware corporation (the Issuer ), which has its principal place of business at 200 South Wacker, Suite 820, Chicago, IL 60606.

**Item 4. Purpose of Transaction**

Item 4. Purpose of Transaction of the Original Schedule 13D is hereby amended by adding the following to the end thereof: As per the partnership agreement, every 4 years, there is a distribution of shares without consideration to the Managing Directors of the General Partner of Sutter Hill Ventures, A California Limited Partnership (the Partnership ). On November 30, 2011, the Partnership made such a distribution in the aggregate amount of 193,001 shares of Common Stock and 71,326 shares of Series B Convertible Preferred Stock ( Series B Preferred Stock ) of the Issuer to the Managing Directors of the General Partner. In connection with this distribution, the Reporting Person received 7,350 shares of Common Stock and 2,717 shares of Series Preferred B Stock.

**Item 5. Interest in Securities of the Issuer**

(a) (b) The responses to Items 7 - 13 of the cover page of the Schedule are incorporated herein by reference. Please also see Exhibit A Note 14.

(c) The information included in Item 4 of this Amendment No. 1 is incorporated herein by reference.

(d) The Reporting Person knows of no other person having the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares beneficially owned by such Reporting Person.

(e) Not applicable

**Item 7. Material to be Filed as Exhibits**

1. Exhibit A.



**Signature**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

December 1, 2011  
Date

/s/ Robert Yin  
Signature

Robert Yin, Attorney-in-fact for Andrew T. Sheehan  
Name/Title

**ATTENTION**

**Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).**

Edgar Filing: Mattersight Corp - Form SC 13D/A

CUSIP No. 577097108

- |     |  |
|-----|--|
| 1.  | Names of Reporting Persons<br>Michael L. Speiser   |
| 2.  | Check the Appropriate Box if a Member of a Group (See Instructions)<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3.  | SEC Use Only   |
| 4.  | Source of Funds (See Instructions)<br>PF   |
| 5.  | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>                                |
| 6.  | Citizenship or Place of Organization<br>California, United States  |
| 7.  | Sole Voting Power<br>6,869*  |
| 8.  | Shared Voting Power<br>2,777,745**   |
| 9.  | Sole Dispositive Power<br>6,869*   |
| 10. | Shared Dispositive Power<br>2,777,745**  |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person<br>2,784,614  |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/>                               |
| 13. | Percent of Class Represented by Amount in Row (11)<br>16.9%  |
| 14. | Type of Reporting Person (See Instructions)<br>IN  |

\* See Note 15 on Exhibit A.

\*\* Includes shares owned by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P. See Exhibit A.

Introductory Note:

This Amendment No. 1 to Schedule 13D ( Amendment No. 1 ) is being filed as an amendment to the initial statement on Schedule 13D relating to the Common Stock, \$0.01 par value per share, of Mattersight Corporation (formerly known as eLoyalty Corporation), a Delaware corporation (the Issuer ), as filed with the Securities and Exchange Commission (the SEC ) on September 12, 2008 (the Original Schedule 13D ).

All capitalized terms not otherwise defined herein shall have the meaning ascribed to the terms in the Original Schedule 13D. The Original Schedule 13D is hereby amended and supplemented as follows and, except as expressly amended below, the Original Schedule 13D remains in full force and effect.

**Item 1. Security and Issuer**

The class of equity to which this Schedule 13D (this Schedule ) relates is the common stock, \$0.01 par value per share (the Common Stock ) of Mattersight Corporation, a Delaware corporation (the Issuer ), which has its principal place of business at 200 South Wacker, Suite 820, Chicago, IL 60606.

**Item 4. Purpose of Transaction**

Item 4. Purpose of Transaction of the Original Schedule 13D is hereby amended by adding the following to the end thereof: As per the partnership agreement, every 4 years, there is a distribution of shares without consideration to the Managing Directors of the General Partner of Sutter Hill Ventures, A California Limited Partnership (the Partnership ). On November 30, 2011, the Partnership made such a distribution in the aggregate amount of 193,001 shares of Common Stock and 71,326 shares of Series B Convertible Preferred Stock ( Series B Preferred Stock ) of the Issuer to the Managing Directors of the General Partner. In connection with this distribution, the Reporting Person received 5,015 shares of Common Stock and 1,854 shares of Series Preferred B Stock.

**Item 5. Interest in Securities of the Issuer**

(a) (b) The responses to Items 7 - 13 of the cover page of the Schedule are incorporated herein by reference. Please also see Exhibit A Note 15.

(c) The information included in Item 4 of this Amendment No. 1 is incorporated herein by reference.

(d) The Reporting Person knows of no other person having the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares beneficially owned by such Reporting Person.

(e) Not applicable

**Item 7. Material to be Filed as Exhibits**

1. Exhibit A.

**Signature**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

December 1, 2011  
Date

/s/ Robert Yin  
Signature

Robert Yin, Attorney-in-fact for Michael L. Speiser  
Name/Title

**ATTENTION**

**Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).**

**EXHIBIT A TO SCHEDULE 13D - MATTERSIGHT CORPORATION**

Name of Reporting Person	Aggregate Number of Shares Beneficially Owned		% of Total Shares
	Individual	Aggregate	
Sutter Hill Ventures, A California Limited Partnership	2,725,773	Note 2	16.6%
Sutter Hill Entrepreneurs Fund (AI), L.P.	14,707	Note 3	0.1%
Sutter Hill Entrepreneurs Fund (QP), L.P.	37,265	Note 4	0.2%
Total of Sutter Hill Funds	2,777,745		
David L. Anderson	229,985	Note 5	1.5%
		3,007,730 Note 1	18.2%
G. Leonard Baker, Jr.	254,182	Note 6	1.6%
		3,031,927 Note 1	