Mattersight Corp Form 4 May 19, 2015

## FORM 4

### **OMB APPROVAL**

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

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

0.5

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

**SECURITIES** 

response...

burden hours per

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Dur Philip R.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last)

(Middle)

Mattersight Corp [MATR] 3. Date of Earliest Transaction

(Check all applicable)

(Month/Day/Year) 05/15/2015

X\_ Director 10% Owner Officer (give title Other (specify below)

C/O INVESTOR GROWTH CAPITAL.. ONE ROCKEFELLER PLAZA, SUITE 2801

(State)

05/15/2015

(First)

(Street)

4. If Amendment, Date Original

A

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

NEW YORK, NY 10020

(City) (Zip) 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

3. 4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Code (D) (Instr. 3, 4 and 5) (Instr. 8)

6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Owned Indirect (I) Following (Instr. 4) Reported

Beneficial Ownership (Instr. 4)

(A) or

Α

Transaction(s) (Instr. 3 and 4)

(1)

Code V Amount (D) 10,000

Price

D 20,000

Stock

Common

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

(Month/Day/Year)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Transactic Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	e Expiration Date (Month/Day/Year) (A) ed of		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 1 5 (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 6.13	05/15/2015		A	10,000	(2)	05/15/2025	Common Stock	10,000	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Dur Philip R. C/O INVESTOR GROWTH CAPITAL, ONE ROCKEFELLER PLAZA,SUITE 2801 NEW YORK, NY 10020	X					
Cianaturas						

## **Signatures**

Christine R. Carsen, Attorney-in-fact 05/19/2015

\*\*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).
- Annual grant of time-vesting restricted stock pursuant to Mattersight Corporation 1999 Stock Incentive Plan. This grant will vest over a period of 12 months, commencing with a vesting of 25% on May 31st of the year of the grant date and 25% on each quarterly vesting date thereafter until fully vested.
  - Annual option grant pursuant to Mattersight Corporation 1999 Stock Incentive Plan. This grant will vest over a period of 12 months,
- (2) commencing with a vesting of 25% on May 31st of the year of the grant date and 25% on each quarterly vesting date thereafter until fully vested.
- (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.

Reporting Owners 2