MULLEN DAVID B

Form 4

August 20, 2018

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

**OMB APPROVAL** 

3235-0287 Number: January 31, Expires:

2005 Estimated average

burden hours per response... 0.5

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

obligations

1(b).

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(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			
(T. )		2011	Mattersight Corp [MATR]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
200 W. MAD	DISON, SUI	TE 3100	(Month/Day/Year) 08/20/2018	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) CFO			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
CHICAGO, IL 60606				Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities A	cquired, Disposed of, or Beneficially Owned			

						-	´ -		ř
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquire Transaction(A) or Disposed of (I Code (Instr. 3, 4 and 5) (Instr. 8)		of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	08/20/2018		U	369,802	D	<u>(1)</u>	0	D	
Common Stock	08/20/2018		F	11,220	D	<u>(2)</u>	0	D	
Common Stock	08/20/2018		D	74,248	D	<u>(3)</u>	0	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

## Edgar Filing: MULLEN DAVID B - Form 4

#### 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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. 5. Number of TransactiorDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securition (Instr. 3 and 4)	
				Code V (A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Stock Option(right to buy)	\$ 4.88	08/20/2018		D	50,000 (4)	03/02/2009	03/02/2019	Common Stock	50,0
Stock Option(right to buy)	\$ 6.9	08/20/2018		D	1,000 (4)	05/15/2009	05/15/2019	Common Stock	1,00
Stock Option(right to buy)	\$ 6.34	08/20/2018		D	5,000 (4)	05/14/2010	05/14/2020	Common Stock	5,00
Stock Option(right to buy)	\$ 6.27	08/20/2018		D	5,000 (4)	05/20/2011	05/20/2021	Common Stock	5,00
Stock Option(right to buy)	\$ 7.7	08/20/2018		D	5,000 (4)	05/18/2012	05/18/2022	Common Stock	5,00
Stock Option(right to buy)	\$ 3.8	08/20/2018		D	10,000 (4)	05/17/2013	05/17/2023	Common Stock	10,0
Stock Option(right to buy)	\$ 4.99	08/20/2018		D	10,000 (4)	05/16/2014	05/16/2024	Common Stock	10,0
Stock Option(right to buy)	\$ 6.13	08/20/2018		D	10,000 (4)	05/15/2015	05/15/2025	Common Stock	10,0
Stock Option(right to buy)	\$ 3.57	08/20/2018		D	10,000 (4)	05/13/2016	05/13/2026	Common Stock	10,0

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MULLEN DAVID B

200 W. MADISON, SUITE 3100 X CFO

CHICAGO, IL 60606

# **Signatures**

/s/ David Mullen 08/20/2018

\*\*Signature of Date Reporting Person

## **Explanation of Responses:**

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\$2.70 per share in cash, without interest and less any required withholding taxes.

- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Per the terms of the Agreement and Plan of Merger, dated 4/25/18, among the Issuer, NICE Systems, Inc., NICE Acquisition Sub, Inc., (1) and NICE Ltd. (the "Agreement") and the Offer (as defined in the Agreement), each share of the Issuer's common stock was tendered for
- (2) This is a disposition of shares to comply with Section 280G of the Internal Revenue Code of 1986, as amended.
- (3) This is a disposition of shares to the Issuer pursuant to the terms of a pre-existing award agreement and equity incentive plan and was approved in advance in the manner provided in Rule 16b-3(e) of the Securities Exchange Act of 1934.
- (4) Disposed of per Section 2. 7( e) of the Agreement, whereby each option with an exercise price greater than \$2.70 per share that was outstanding immediately prior to the Offer Closing (as defined in the Agreement) was cancelled without consideration.

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 3