

Mattersight Corp  
Form 8-K  
June 20, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**

**SECURITIES EXCHANGE ACT OF 1934**

**Date of report (Date of earliest event reported): June 16, 2011**

**MATTERSIGHT CORPORATION**

**(Exact Name of Registrant as Specified in Charter)**

**Delaware**  
**(State or Other Jurisdiction**

**of Incorporation)**

**0-27975**  
**(Commission**

**File Number)**

**36-4304577**  
**(IRS Employer**

**Identification No.)**

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**200 S. Wacker Drive, Suite 820, Chicago, Illinois**  
(Address of Principal Executive Offices)

**60606**  
(Zip Code)

**Registrant's telephone number, including area code: 877.235.6925**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02. DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.**

(c) Effective June 16, 2011, Mattersight Corporation appointed Tyson J. Marian, 33, as its Vice President of Marketing and Chief Strategy Officer. The material components of Mr. Marian's compensation package, as specified in his executive employment agreement with the company, are as follows: (a) an annual base salary of \$250,000, less standard payroll deductions and withholdings; (b) an initial target annual bonus of \$250,000, with \$125,000 being guaranteed in each of years 2012 and 2013; (c) a restricted stock award of 125,000 shares, subject to the approval of the company's board of directors; and (d) severance benefits payable on termination by the company without Cause, by Mr. Marian for Good Reason, and on Death or Disability equal to nine months' salary, 75% of the average of his current year's estimated bonus and last year's actual bonus, 9 months' continuation of health benefits, and 12 months' additional vesting of his stock awards.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**MATTERSIGHT CORPORATION**

Date: June 20, 2011

By: /s/ WILLIAM B. NOON  
William B. Noon  
*Vice President and Chief Financial Officer*