

Mattersight Corp
Form 8-K
March 30, 2012

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): March 28, 2012

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)

Registrant's telephone number, including area code: (877) 235-6925

60606
(Zip Code)

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.

(e) In connection with the previously disclosed termination of Tyson Marian's employment with the Company effective February 6, 2012, the Company and Mr. Marian entered into a Separation and Release Agreement on March 28, 2012 (the "Separation Agreement"). Under the terms of the Separation Agreement, Mr. Marian will receive a lump sum cash payment of \$355,000 and the accelerated vesting of 31,250 shares of previously unvested Mattersight common stock, subject to standard tax withholding.

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: March 30, 2012

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