Edgar Filing: Mattersight Corp - Form 4

Mattersight C Form 4	Corp									
March 02, 20	17									
								OMB AF	PROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287	
Check thi if no long subject to Section 10	er STATEM 5.	ENT OF (F CHANGES IN BENEFICIAL OWNERSHI SECURITIES					Expires: January 3 200 Estimated average burden hours per		
Form 4 or Form 5 obligation may conti <i>See</i> Instru 1(b).	Filed purs s Section 17(a) of the Pul		lding Com	pany	Act of	e Act of 1934, E 1935 or Section 40	response n	0.5	
(Print or Type R	esponses)									
			2. Issuer Name and Ticker or Trading Symbol Mattersight Corp [MATR]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
			3. Date of Earliest Transaction (Month/Day/Year) 02/28/2017				Director 10% Owner X Officer (give title Other (specify below) EVP & COO			
(Street) 4. If Amer Filed(Mon				Date Original ar)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person			
CHICAGO,	IL 60606						Form filed by M Person	Iore than One Re	porting	
(City)	(State) (Zip)	Table I - Non-	Derivative S	Securit	ties Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution D any (Month/Day	Date, if Transac Code //Year) (Instr. 8	4. Securit tion(A) or Di (Instr. 3, 4)) V Amount	sposed	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	02/28/2017		F	21,843 (1)	D	\$ 3.55	414,776	D		

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

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

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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. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Gustafson David R 200 W. MADISON, SUITE 3100 CHICAGO, IL 60606			EVP & COO					
Signatures								
Corrine N. Taylor, Attorney-in-fact	03/0	2/2017						
<u>**</u> 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).

This is not an open market sale of securities. This is a disposition of shares to the issuer in the form of share withholding upon vesting of
 (1) common stock, to satisfy mandatory tax withholding obligations. The disposition occurred pursuant to an equity incentive plan and was approved in advance in the manner provided in Rule 16b-3(e) under the Securities Exchange Act of 1934.

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.