**BOLTON KAREN** Form 4

May 21, 2013

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

3235-0287 Number:

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations 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(b).

1. Name and Ad BOLTON KA	•	oorting Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			Mattersight Corp [MATR]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
200 S. WACI	KER DR.,	SUITE 820	(Month/Day/Year) 05/17/2013	Director 10% Owner Selection Other (specify below) below)  Executive VP,Client Management			
	(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 Acc	quired, Disposed of, or Beneficially Owned			

							1 · · · · · · · · · · · · · · · · · ·	,	-, -,
1.Title of	2. Transaction Date		3.	4. Securi		•	5. Amount of		
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any	Transaction(A) or Disposed of Code (D)			Securities Beneficially	Form: Direct (D) or	Indirect Beneficial	
(msu. 3)		(Month/Day/Year)	(Instr. 8) (Instr. 3, 4 and 5)		5)	Owned	Indirect (I)	Ownership	
							Following	(Instr. 4)	(Instr. 4)
					(A)		Reported Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
			Code V	Amount	(D)	\$			
Common	05/17/2013		S	5,000	D	3.78	132,993	D	
Stock	00,11,2010		~	2,000		<u>(1)</u>	102,550	_	
						\$			
Common	05/20/2013		S	6,198	D	э 3.77	126,795	D	
Stock	03,20,2013		5	0,170		(2)	120,775	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 number.

#### Edgar Filing: BOLTON KAREN - Form 4

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

1. Title of	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivativ	e Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr.	. 3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	T:41-	or Namel		
						Exercisable	Date		Number		
				C-1- V	(A) (D)				of		
				Code v	(A) (D)				Shares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

> > Executive

Management

VP,Client

**BOLTON KAREN** 200 S. WACKER DR. **SUITE 820** CHICAGO, IL 60606

### **Signatures**

Christine R. Carsen, 05/21/2013 Attorney-in-fact

\*\*Signature of Reporting Person

# **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).
- The sales price on the transaction date was reported using the average weighted sales price. The price for all sales on this date ranged from \$3.77 to \$3.78. The reporting person undertakes to provide to Mattersight Corporation, any security holder of Mattersight **(1)** Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in Footnote (1) in this Form 4.
- The sales price on the transaction date was reported using the average weighted sales price. The price for all sales on the transaction date ranged from \$3.76 to \$3.78. The reporting person undertakes to provide to Mattersight Corporation, any security holder of Mattersight Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in Footnote (2) in this Form 4.

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