Mattersight Corp Form 4 August 19, 2013

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

30(h) of the Investment Company Act of 1940

1(b).

Common

Stock

08/15/2013

(Print or Type Responses)

CONWAY KELLY D			2. Issuer Name and Ticker or Trading Symbol Mattersight Corp [MATR]				Issuer (Check all applicable)			
			(Month/D	ay/Year)			_X_ Director	10%	Owner	
200 S. WACKER DRIVE, SUITE 820			08/15/2013				_X_ Officer (give title Other (specify below) President & CEO			
	(Street)		4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
		Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person				
CHICAGO), IL 60606						Form filed by N Person	More than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-I	Derivative Se	curities Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of	2. Transaction Dat	e 2A. Deen	ned	3.	4. Securities	s Acquired	5. Amount of	6.	7. Nature o	
Security	(Month/Day/Year)	Execution	n Date, if	Transactio	on(A) or Dispo	osed of (D)	Securities	Ownership	Indirect	
(Instr. 3)		any		Code	(Instr. 3, 4 a	and 5)	Beneficially	Form: Direct	Beneficial	
		(Month/I	Day/Year)	(Instr. 8)			Owned	(D) or	Ownership	
							Following	Indirect (I)	(Instr. 4)	
						(A)	Reported	(Instr. 4)		
						or	Transaction(s)			
				G 1 17		(D) D:	(Instr. 3 and 4)			

Code V

S

Amount

100,000 D

(D)

Price \$

3.57

(1)(2)

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.

925,823

D

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

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	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transact Code (Instr. 8)	orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	:		Amou Under Securi (Instr.	lying	Derivative Security (Instr. 5)	Deriv Secur Bene Own 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			
CONWAY KELLY D							
200 S. WACKER DRIVE, SUITE 820	X		President & CEO				
CHICAGO, IL 60606							

Signatures

Christine R. Carsen, Attorney-in-fact 08/19/2013

**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).
- (1) The average weighted sales price on the transaction date was reported using the sales price. The sales price range on 8/15/2013 was \$3.50 and \$3.60.
- 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 range set forth in footnote (1) 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.

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