

Mattersight Corp
 Form 3
 May 10, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|---|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Investor Growth Capital, LLC | | (Month/Day/Year) | Mattersight Corp [MATR] | |
| (Last) | (First) | (Middle) | 12/19/2011 | |
| ONE ROCKEFELLER PLAZA, SUITE 2801 | | | 4. Relationship of Reporting Person(s) to Issuer | |
| (Street) | | | (Check all applicable) | |
| NEW YORK, NY 10020 | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | |
| (City) | (State) | (Zip) | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|
| Common Stock, par value \$0.01 per share | 2,364,209 <u>(1)</u> | I <u>(2)</u> <u>(3)</u> | See footnotes <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> |

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

SEC 1473 (7-02)

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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

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| | | | |
|-------------|------------|-----------|-------------|
| Date | Expiration | Amount or | or Indirect |
| Exercisable | Date | Number of | (I) |
| | | Shares | (Instr. 5) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Investor Growth Capital, LLC ONE ROCKEFELLER PLAZA, SUITE 2801 NEW YORK, NY 10020 | X | X | X | X |

Signatures

/s/ Michael V. Oporto, 05/10/2012
Secretary

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
As of December 19, 2011 (the "Transaction Date"), IGC Fund VI, L.P., a Delaware limited partnership (the "Fund"), held 2,364,209
 (1) shares of common stock, \$0.01 par value per share (the "Common Shares") of Mattersight Corporation, a Delaware corporation (the "Company").

 Investor Growth Capital, LLC, a Delaware limited liability company (the "General Partner"), is the general partner of the Fund. The General Partner possesses the sole power to vote and the sole power to direct the disposition of all securities of the Company held by the Fund. The General Partner is controlled by a Board of Directors consisting of Michael V. Oporto, Stephen Campe and Lennart Johansson. Messrs. Oporto and Campe are citizens of the United States of America and Mr. Johansson is a citizen of the Kingdom of Sweden.

 A senior executive employed by an affiliate of the General Partner and a member of the Board of Directors of the Company (the "Senior Executive Employee"), Mr. Philip R. Dur, holds options to acquire 50,000 Common Shares. Mr. Dur separately files statements pursuant to Section 16 of the Act with respect to such options.

 The General Partner's interest in all of the Company's securities is limited to the extent of its pecuniary interest in such securities, if any, and neither the filing of this statement nor any of its contents shall be deemed to constitute an admission by the General Partner or any other person/entity that he/she or it was or is the beneficial owner of any of the Company's securities for purposes of Section 16 of the Act, or for any other purpose.

 Investor AB ("Investor AB"), a limited liability company incorporated under the laws of Sweden, is a publicly held and engaged principally in business as a diversified industrial holding company. Investor AB, through one or more intermediate entities, is the sole limited partner of the Fund and the majority holder of the membership interests of the General Partner.

 On December 27, 2011, Investor AB filed a Form 3 (the "December Form 3") with the United States Securities and Exchange Commission (the "Commission"). It has been determined that Investor AB was not, as of the Transaction Date, and is not, a ten percent beneficial owner of the Company's Common Shares as set forth in Rule 16a-2 under the Securities Exchange Act of 1934 (the "Act").
 (6) Accordingly, Investor AB, concurrent with the filing of this Form 3 with the Commission, has filed a Form 4 with the Commission to disclose that for the purposes of Rule 16a-2 under Act, Investor AB is deemed to beneficially own none of the securities of the Company held by the Fund.

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.