Dur Philip R. Form 4 May 21, 2013

### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

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).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Dur Philip R.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Mattersight Corp [MATR]

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

C/O INVESTOR GROWTH

(First)

CAPITAL, 333 MIDDLEFIELD ROAD, SUITE 110

3. Date of Earliest Transaction

(Month/Day/Year) 05/17/2013

X\_ Director 10% Owner Officer (give title Other (specify

below)

(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 Form filed by More than One Reporting

MENLO PARK, CA 94025

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

(Middle)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership Securities Form: Direct Beneficially (D) or Indirect Beneficial Owned (I) Following (Instr. 4)

Reported Transaction(s)

or (Instr. 3 and 4) Code V Amount (D) Price

(A)

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.

SEC 1474 (9-02)

7. Nature of

Ownership (Instr. 4)

Indirect

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

1. Title of Derivative Conversion 3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

5. Number of Transaction Derivative

6. Date Exercisable and **Expiration Date** 

7. Title and Amount of 8 Underlying Securities

#### Edgar Filing: Dur Philip R. - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8	(Ins	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)			
				Code	V (	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Stock Option (right to buy)	\$ 3.8	05/17/2013		A	10,	,000		<u>(1)</u>	05/17/2023	Common Stock	10,000		

#### **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Dur Philip R.

C/O INVESTOR GROWTH CAPITAL

333 MIDDLEFIELD ROAD, SUITE 110

#### **Signatures**

MENLO PARK, CA 94025

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

\*\*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) Annual option grant under the 1999 Stock Incentive Plan, 25% of the option will become exercisable on May 31,2014, with 6.25% becoming exercisable on each quarterly vesting date thereafter, until fully vested on May 31,2017.
- (2) Not Applicable
- The Reporting Person is a senior executive employee of an affiliate of an entity, Investor Growth Capital, LLC ("Investor"), that separately reports its holdings with respect to the securities of Mattersight Corporation, a Delaware corporation (the "Company"), pursuant to Section 13 and Section 16 of the Securities Exchange Act of 1934 (the "Act").
- The Reporting Person's interest in all of the Company's securities is limited to the extent of his 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 Reporting Person 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 any other purpose.

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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