

Mattersight Corp  
Form 3  
February 12, 2016

# 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 <b>and</b> Ticker or Trading Symbol                                                                                                                                                                        |
| Â Wesbecher Jason Wesbecher               | (Month/Day/Year)                     | Mattersight Corp [MATR]                                                                                                                                                                                                   |
| (Last) (First) (Middle)                   | 02/02/2016                           |                                                                                                                                                                                                                           |
| 200 W. MADISON,Â SUITE 3100               |                                      | 4. Relationship of Reporting Person(s) to Issuer                                                                                                                                                                          |
| (Street)                                  |                                      | (Check all applicable)                                                                                                                                                                                                    |
|                                           |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below) (specify below)<br>EVP & Chief Marketing Officer |
| CHICAGO,Â ILÂ 60606                       |                                      | 5. If Amendment, Date Original Filed(Month/Day/Year)                                                                                                                                                                      |
| (City) (State) (Zip)                      |                                      |                                                                                                                                                                                                                           |
|                                           |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person             |

### Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|
| Common Stock                       | 74,573                                                   | D                                                                 | Â                                                        |

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

SEC 1473 (7-02)

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

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

# Edgar Filing: Mattersight Corp - Form 3

|                                 | Expiration<br>Date                   | Amount or<br>Number of<br>Shares | or Indirect<br>(I)<br>(Instr. 5) |
|---------------------------------|--------------------------------------|----------------------------------|----------------------------------|
| Stock Options (right to<br>buy) | 02/11/2015 <sup>(1)</sup> 02/11/2025 | Common<br>Stock 80,000 \$ 0      | D Â                              |

## Reporting Owners

| Reporting Owner Name / Address                                                 | Relationships                         |
|--------------------------------------------------------------------------------|---------------------------------------|
|                                                                                | Director 10% Owner Officer Other      |
| Wesbecher Jason Wesbecher<br>200 W. MADISON<br>SUITE 3100<br>CHICAGO, IL 60606 | Â Â Â EVP & Chief Marketing Officer Â |

## Signatures

Christine R. Carsen,  
Attorney-in-fact 02/12/2016

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).
- (1) Option grant under the Mattersight Corporation 1999 Stock Incentive Plan. The Option will become exercisable in sixteen (16) equal quarterly increments equal to 6.25% of the shares subject to the Option, beginning February 28, 2015 and ending November 30, 2018.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.  
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