

BOLTON KAREN  
Form 4  
February 29, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
BOLTON KAREN

2. Issuer Name and Ticker or Trading Symbol  
Mattersight Corp [MATR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
200 S. WACKER DR., SUITE 820

3. Date of Earliest Transaction (Month/Day/Year)  
02/27/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive VP, Client Management

(Street)  
CHICAGO, IL 60606

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 02/27/2012                           |  | S                              |   | 3,000   | D  | \$ 5.74<br><u>(1)</u>             |
| Common Stock                    | 02/28/2012                           |  | S                              |   | 3,000   | D  | \$ 5.69<br><u>(2)</u>             |
| Common Stock                    | 02/29/2012                           |  | S                              |   | 3,814   | D  | \$ 5.62<br><u>(3)</u>             |

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.

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(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy)                | \$ 5.79  | 02/27/2012                           |  | A                              | 70,000  | <sup>(4)</sup> 02/27/2022                                | Common Stock  | 70,000                        |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |                                       |       |
|---|---------------|-----------|---------------------------------------|-------|
|   | Director      | 10% Owner | Officer                               | Other |
| BOLTON KAREN<br>200 S. WACKER DR.<br>SUITE 820<br>CHICAGO, IL 60606 |               |           | Executive<br>VP, Client<br>Management |       |

## Signatures

William B. Noon,  
Attorney-in-fact  
Date: 02/29/2012

\*\*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).
- (1) 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 \$5.74 to \$5.75.
- (2) 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 \$5.60 to \$5.75.
- (3) 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 \$5.60 to \$5.69.
- (4)

## Edgar Filing: BOLTON KAREN - Form 4

Option grant under the 1999 Stock Incentive Plan. The option will become exercisable at a rate of 6.25% per quarter for 16 quarters commencing on February 29, 2012.

(5) Not Applicable

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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