Mattersight Corp Form 4 May 17, 2016

# FORM 4

#### OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or Form 5 GES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction 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).

(Print or Type Responses)

1. Name and Address of Reporting Person * FEINBERG HENRY			2. Issuer Name and Ticker or Trading Symbol Mattersight Corp [MATR]					5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First) (N		3. Date of Earliest Transaction				(Check all applicable)			
200 W. MADISON, SUITE 3100			(Month/Day/Year) 05/13/2016				_X_ Director Officer (give below)		6 Owner er (specify	
(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			
CHICAGO,	IL 60606							Person	More than One Re	eporting
(City)	(State)	(Zip)	Table	I - Non-D	erivative S	ecurit	ies Acq	uired, Disposed o	of, or Beneficial	lly Owned
(Instr. 3) any		Execution	Date, if	3. Transaction Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or Amount (D) Price		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	curities Form: Direct Ind eneficially (D) or Ber whed Indirect (I) Ow llowing (Instr. 4) (Instr. 4) eneficially (D) or Ber indirect (I) Ow ind		
Common Stock	05/13/2016			A	10,000	A	(1)	138,177	I	Henry J. Feinberg Trust dated 03/28/97

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

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SEC 1474

(9-02)

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# 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 3A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		4. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A or Disposed (D) (Instr. 3, 4, and 5)		Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 3.57	05/13/2016		A	10,000	(3)	05/13/2026	Common Stock	10,000

# **Reporting Owners**

Reporting Owner Name / Address	Keiauonsnips					
	Director	10% Owner	Officer	Other		
EINBERG HENRY						

FEINBERG HENRY 200 W. MADISON, SUITE 3100 X CHICAGO, IL 60606

# **Signatures**

Christine R. Carsen, Attorney-in-fact 05/17/2016

\*\*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 grant of time-vesting restricted stock pursuant to Mattersight Corporation 1999 Stock Incentive Plan.
- (2) Henry J. Feinberg ("Feinberg") is the sole trustee of the Henry J. Feinberg Trust dated 03/28/97. Feinberg disclaims beneficial ownership of the shares except to the extent of his pecuniary interest therein.
- (3) Annual option grant pursuant to Mattersight Corporation 1999 Stock Incentive Plan. Option vests in equal quarterly increments of 25% starting on May 31, 2016.
- (4) 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. 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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