

Gustafson David R  
 Form 4  
 August 20, 2018

**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 \*  
 Gustafson David R

(Last) (First) (Middle)  
 200 W. MADISON, SUITE 3100  
 (Street)

CHICAGO, IL 60606

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
 08/20/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 EVP & COO

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

**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                    | 08/20/2018                           |  | U                              |   | 405,332   | D  | (1) 0                             |
| Common Stock                    | 08/20/2018                           |  | U                              |   | 135,366   | D  | (2) 0                             |

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 (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) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Stock Option (right to buy)                | \$ 5.79  | 08/20/2018                           |  | D                              | 25,000<br>(3)   | 02/27/2012   | 02/27/2022  | Common Stock | 25,000                     |
| Stock Option (right to buy)                | \$ 4.69  | 08/20/2018                           |  | D                              | 30,000<br>(3)   | 03/15/2013   | 03/15/2023  | Common Stock | 30,000                     |
| Stock Option (right to buy)                | \$ 4.1   | 08/20/2018                           |  | D                              | 30,000<br>(3)   | 11/06/2013   | 11/06/2023  | Common Stock | 30,000                     |
| Stock Option (right to buy)                | \$ 6.38  | 08/20/2018                           |  | D                              | 28,125<br>(3)   | 04/21/2014   | 04/21/2024  | Common Stock | 28,125                     |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |           |       |
|--|---------------|-----------|-----------|-------|
|  | Director      | 10% Owner | Officer   | Other |
| Gustafson David R<br>200 W. MADISON, SUITE 3100<br>CHICAGO, IL 60606 |               |           | EVP & COO |       |

## Signatures

/s/ Corrine N. Taylor,  
Attorney-in-fact

08/20/2018

\_\_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) Per the terms of the Agreement and Plan of Merger, dated 4/25/18, among the Issuer, NICE Systems, Inc., NICE Acquisition Sub, Inc., and NICE Ltd. (the "Agreement") and the Offer (as defined in the Agreement), each share of the Issuer's common stock was tendered for \$2.70 per share in cash, without interest and less any required withholding taxes.
  - (2) Per the terms of the Agreement, specified shares of the Issuer's common stock subject to restricted stock award agreements with the Issuer were automatically converted into restricted American depository shares of Nice Ltd.
  - (3) Disposed of per Section 2.7(e) of the Agreement, whereby each option with an exercise price greater than \$2.70 per share that was outstanding immediately prior to the Offer Closing (as defined in the Agreement) was cancelled without consideration.

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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