Dur Philip R.
Form 4
August 20, 2018

FORM 4

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

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

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).

(Print or Type Responses)

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

(Last) (First) (Middle)

C/O INVESTOR GROWTH CAPITAL, ONE ROCKEFELLER PLAZA, SUITE 2801

(Street)

NEW YORK, NY 10020

(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)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/20/2018		U		52,275	D	(1)	0	D	

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

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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)	$ 4.89	08/20/2018		D			50,000 (2)	12/20/2011	12/20/2021	Common Stock	50,000
Stock Option (right to buy)	$ 7.7	08/20/2018		D			2,042 (2)	05/18/2012	05/18/2022	Common Stock	2,042
Stock Option (right to buy)	$ 3.8	08/20/2018		D			10,000 (2)	05/17/2013	05/17/2023	Common Stock	10,000
Stock Option (right to buy)	$ 4.99	08/20/2018		D			10,000 (2)	05/16/2014	05/16/2024	Common Stock	10,000
Stock Option (right to buy)	$ 6.13	08/20/2018		D			10,000 (2)	05/15/2015	05/15/2025	Common Stock	10,000
Stock Option (right to buy)	$ 3.57	08/20/2018		D			10,000 (2)	05/13/2016	05/13/2026	Common Stock	10,000
Stock Option (right to buy)	$ 2.55	08/20/2018		D			10,000 (3)	05/19/2017	05/19/2027	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dur Philip R. C/O INVESTOR GROWTH CAPITAL	X			

ONE ROCKEFELLER PLAZA, SUITE 2801
NEW YORK, NY 10020

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) 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.

(3) Disposed of per Section 2.7(e) of the Agreement, whereby each option with an exercise price less than $2.70 per share that was outstanding immediately prior to the Offering Closing was cancelled for an amount per share of $2.70 less the applicable exercise price of the option.

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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