MULLEN DAVID B
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 *
MULLEN DAVID B

(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)

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

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		369,802	D	(1)	0	D	
Common Stock	08/20/2018		F		11,220	D	(2)	0	D	
Common Stock	08/20/2018		D		74,248	D	(3)	0	D	

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

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number.

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 Underlying Securiti (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Stock Option(right to buy)	$ 4.88	08/20/2018		D			50,000 (4)	03/02/2009	03/02/2019	Common Stock	50,0
Stock Option(right to buy)	$ 6.9	08/20/2018		D			1,000 (4)	05/15/2009	05/15/2019	Common Stock	1,00
Stock Option(right to buy)	$ 6.34	08/20/2018		D			5,000 (4)	05/14/2010	05/14/2020	Common Stock	5,00
Stock Option(right to buy)	$ 6.27	08/20/2018		D			5,000 (4)	05/20/2011	05/20/2021	Common Stock	5,00
Stock Option(right to buy)	$ 7.7	08/20/2018		D			5,000 (4)	05/18/2012	05/18/2022	Common Stock	5,00
Stock Option(right to buy)	$ 3.8	08/20/2018		D			10,000 (4)	05/17/2013	05/17/2023	Common Stock	10,0
Stock Option(right to buy)	$ 4.99	08/20/2018		D			10,000 (4)	05/16/2014	05/16/2024	Common Stock	10,0
Stock Option(right to buy)	$ 6.13	08/20/2018		D			10,000 (4)	05/15/2015	05/15/2025	Common Stock	10,0
Stock Option(right to buy)	$ 3.57	08/20/2018		D			10,000 (4)	05/13/2016	05/13/2026	Common Stock	10,0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MULLEN DAVID B 200 W. MADISON, SUITE 3100 CHICAGO, IL 60606	X		CFO	

Signatures

/s/ David Mullen	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) This is a disposition of shares to comply with Section 280G of the Internal Revenue Code of 1986, as amended.

(3) This is a disposition of shares to the Issuer pursuant to the terms of a pre-existing award agreement and equity incentive plan and was approved in advance in the manner provided in Rule 16b-3(e) of the Securities Exchange Act of 1934.

(4) 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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