

KOHLER JOHN T  
Form 4  
August 20, 2018

**FORM 4**

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

OMB APPROVAL

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**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 \*  
**KOHLER JOHN T**

(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)

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	(D)	Price
Common Stock	08/20/2018		U		42,600	D	0

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)**

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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)	
					V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 4.25	08/20/2018		D		<u>50,000</u> <sup>(2)</sup>	02/18/2009	02/18/2019	Common Stock	50,000
Stock Option (right to buy)	\$ 6.9	08/20/2018		D		<u>5,000</u> <sup>(2)</sup>	05/15/2009	05/15/2019	Common Stock	5,000
Stock Option (right to buy)	\$ 6.34	08/20/2018		D		<u>5,000</u> <sup>(2)</sup>	05/14/2010	05/14/2020	Common Stock	5,000
Stock Option (right to buy)	\$ 6.27	08/20/2018		D		<u>5,000</u> <sup>(2)</sup>	05/20/2011	05/20/2021	Common Stock	5,000
Stock Option (right to buy)	\$ 7.7	08/20/2018		D		<u>5,000</u> <sup>(2)</sup>	05/18/2012	05/18/2022	Common Stock	5,000
Stock Option (right to buy)	\$ 3.8	08/20/2018		D		<u>10,000</u> <sup>(2)</sup>	05/17/2013	05/17/2023	Common Stock	10,000
Stock Option (right to buy)	\$ 4.99	08/20/2018		D		<u>10,000</u> <sup>(2)</sup>	05/16/2014	05/16/2024	Common Stock	10,000
Stock Option (right to buy)	\$ 6.13	08/20/2018		D		<u>10,000</u> <sup>(2)</sup>	05/15/2015	05/15/2025	Common Stock	10,000
Stock Option (right to buy)	\$ 3.57	08/20/2018		D		<u>10,000</u> <sup>(2)</sup>	05/13/2016	05/13/2026	Common Stock	10,000

