

MULLEN DAVID B
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 *
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)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | 08/20/2018 | | U | 369,802 | D <u>(1)</u> 0 | D | |
| Common Stock | 08/20/2018 | | F | 11,220 | D <u>(2)</u> 0 | D | |
| Common Stock | 08/20/2018 | | D | 74,248 | D <u>(3)</u> 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 of Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option(right to buy) | \$ 4.88 | 08/20/2018 | | D | 50,000 (4) | 03/02/2009 | 03/02/2019 | Common Stock | 50,000 |
| Stock Option(right to buy) | \$ 6.9 | 08/20/2018 | | D | 1,000 (4) | 05/15/2009 | 05/15/2019 | Common Stock | 1,000 |
| Stock Option(right to buy) | \$ 6.34 | 08/20/2018 | | D | 5,000 (4) | 05/14/2010 | 05/14/2020 | Common Stock | 5,000 |
| Stock Option(right to buy) | \$ 6.27 | 08/20/2018 | | D | 5,000 (4) | 05/20/2011 | 05/20/2021 | Common Stock | 5,000 |
| Stock Option(right to buy) | \$ 7.7 | 08/20/2018 | | D | 5,000 (4) | 05/18/2012 | 05/18/2022 | Common Stock | 5,000 |
| Stock Option(right to buy) | \$ 3.8 | 08/20/2018 | | D | 10,000 (4) | 05/17/2013 | 05/17/2023 | Common Stock | 10,000 |
| Stock Option(right to buy) | \$ 4.99 | 08/20/2018 | | D | 10,000 (4) | 05/16/2014 | 05/16/2024 | Common Stock | 10,000 |
| Stock Option(right to buy) | \$ 6.13 | 08/20/2018 | | D | 10,000 (4) | 05/15/2015 | 05/15/2025 | Common Stock | 10,000 |
| Stock Option(right to buy) | \$ 3.57 | 08/20/2018 | | D | 10,000 (4) | 05/13/2016 | 05/13/2026 | Common Stock | 10,000 |

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 Date
Reporting Person

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).
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.
- (1) This is a disposition of shares to comply with Section 280G of the Internal Revenue Code of 1986, as amended.
- (2) 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.
- (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.
- (4)

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.