

Mattersight Corp
 Form 3
 December 27, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * Â INVEStOR AB (Last) (First) (Middle) C/O INVEStOR GROWTH CAPITAL, INC., Â ONE ROCKEFELLER PLAZA, SUITE 2801 (Street) NEW YORK, Â NY Â 10020 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 12/19/2011 | 3. Issuer Name and Ticker or Trading Symbol Mattersight Corp [MATR] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
|---|--|--|--|--|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|
| Common Stock, \$0.01 par value per share | 2,364,209 <u>(1)</u> | I <u>(2)</u> <u>(3)</u> | See footnotes <u>(2)</u> <u>(3)</u> <u>(4)</u> |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| Date Exercisable | Expiration Date | (Instr. 4) | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) |
|------------------|-----------------|------------|----------------------------|------------------------------|---|
| | | Title | | | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

INVESTOR AB
 C/O INVESTOR GROWTH CAPITAL, INC.
 ONE ROCKEFELLER PLAZA, SUITE 2801
 NEW YORK, NY 10020

 X

Signatures

INVESTOR AB, By: /s/ Michael V. Oporto, Authorized Signatory, and /s/ Stephen Campe, Authorized Signatory

12/27/2011

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) As of December 19, 2011, IGC Fund VI, L.P., a Delaware limited partnership (the "Fund"), holds 2,364,209 common shares, \$0.01 par value per share (the "Common Shares"), of Mattersight Corporation, a Delaware corporation (the "Company").
 Investor AB, a limited liability company incorporated under the laws of Sweden (the "Reporting Person"), through one or more intermediate entities, possesses the sole power to vote and the sole power to direct the disposition of all securities of the Company held by the Fund.
- (2) A senior executive employee of an affiliate of the Reporting Person, Mr. Philip R. Dur, is a director of the Company and, as of the date of the filing of this Form 3, Mr. Dur holds options to acquire 50,000 Common Shares. Mr. Dur separately files statements pursuant to Section 16 of the Securities Exchange Act of 1934 (the "Act") with respect to such options.
- (3) The Reporting Person's interest in all of the Company's securities is limited to the extent of its pecuniary interest in such securities, if any, and neither the filing of this statement nor any of its contents shall be deemed to constitute an admission by the Reporting Person or any other person/entity that he/she or it was or is the beneficial owner of any of the Company's securities for purposes of Section 16 of the Act, or for any other purpose.
- (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.