Mattersight Corp Form 4 July 24, 2015

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person * Investor Growth Capital, LLC

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(First)

Mattersight Corp [MATR]

(Check all applicable)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

Filed(Month/Day/Year)

07/22/2015

Director 10% Owner Other (specify Officer (give title

6. Individual or Joint/Group Filing(Check

ONE ROCKEFELLER PLAZA.

SUITE 2801

(Last)

4. If Amendment, Date Original

Applicable Line)

below)

(Street)

X Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10020

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed

1.Title of Security (Month/Day/Year) (Instr. 3)

Execution Date, if

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

6. Ownership 7. Nature of Amount of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4)

(Month/Day/Year)

(A) or

Reported Transaction(s)

(Instr. 3 and 4) (D) Price Code V Amount

Common Stock, par

per share

value \$0.01

07/22/2015

81,833 P

2,720,370

I (1) (2)

See footnotes (1) (2) (3) (4)

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

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlyi	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								Α.			
									mount		
						Date	Expiration	or			
						Exercisable	Date	Title Number			
								of			
				Code V	(A) (D)			Sł	hares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
Investor Growth Capital, LLC ONE ROCKEFELLER PLAZA, SUITE 2801		X				
NEW YORK, NY 10020						

Signatures

/s/ Michael V. Oporto

07/24/2015

**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) On July 22, 2015, IGC Fund VI, L.P., a Delaware limited partnership (the "Fund"), acquired 81,833 shares of common stock, \$0.01 par value per share (the "Common Shares") of Mattersight Corporation, a Delaware corporation (the "Company").
- Investor Growth Capital, LLC, a Delaware limited liability company (the "General Partner"), is the general partner of the Fund. The
 General Partner possesses the sole power to vote and the sole power to direct the disposition of all securities of the Company held by the
 Fund. The General Partner is controlled by a Board of Directors consisting of Michael V. Oporto, Noah Walley, and Lennart Johansson.
 Messrs. Oporto and Walley are citizens of the United States of America; Mr. Johansson is a citizen of the Kingdom of Sweden.
 - An agent retained by an affiliate of the General Partner, Mr. Philip R. Dur, is a member of the Company's Board of Directors. Mr. Dur holds options to acquire Common Shares and, in addition, Mr. Dur may hold Common Shares, or other securities convertible into Common Shares. Mr. Dur separately files statements pursuant to Section 16 of the Securities Exchange Act of 1934 (the "Act") with
- (3) Common Shares. Mr. Dur separately flies statements pursuant to Section 16 of the Securities Exchange Act of 1934 (the Act) with respect to such options and securities. Pursuant to Rule 13d-4 under the Act, the General Partner disclaims beneficial ownership of any of the Company's securities held by Mr. Dur. Moreover, the General Partner disclaims group membership with Mr. Dur for the purposes of Section 13(d) of the Act, or for any other purpose.
- The General Partner's interest in 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 General Partner, 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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