

Danson Christopher Joseph
 Form 3/A
 May 01, 2012

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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Danson Christopher Joseph		(Month/Day/Year)	Mattersight Corp [MATR]	
(Last)	(First)	(Middle)	05/31/2011	
200 S. WACKER DRIVE, SUITE 820			4. Relationship of Reporting Person(s) to Issuer	
(Street)			(Check all applicable)	
CHICAGO, IL 60606			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Executive VP, Delivery	
(City)	(State)	(Zip)	5. If Amendment, Date Original Filed(Month/Day/Year)	
			06/10/2011	
1. Title of Security		2. Amount of Securities Beneficially Owned	3. Ownership Form:	4. Nature of Indirect Beneficial Ownership
(Instr. 4)		(Instr. 4)	Direct (D) or Indirect (I)	(Instr. 5)
Common Stock		334,562 ⁽¹⁾	D	By spouse
Common Stock		333 ⁽²⁾	I	

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 Beneficially Owned

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

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

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

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)
Employee Stock Option (right to buy)	^ (3)	02/19/2018	Common Stock	35,000	\$ 10.54	D ^
Employee Stock Option (right to buy)	^ (4)	02/20/2017	Common Stock	40,000	\$ 21.95	D ^
7% Series B Convertible Preferred Stock	^ (5)	^ (6)	Common Stock	2,356	\$ 5.1	D ^

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Danson Christopher Joseph 200 S. WACKER DRIVE, SUITE 820 CHICAGO, IL 60606	^	^	^ Executive VP, Delivery	^

Signatures

William B. Noon,
Attorney-in-fact

05/01/2012

__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) Due to a clerical error, the amount of shares in the original Form 3 (and subsequent reports) was over-reported by 11,122 shares. This error has been corrected in this amended report, which shows the correct holdings as of May 31, 2011.
- (2) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- (3) The options vested 25% on February 28, 2009 and the remaining options vest at 6.25% per quarter for 12 quarters.
- (4) Fully vested.
- (5) 7% Series B Convertible Preferred Stock purchased through rights offering.
- (6) Not Applicable

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.