

CONWAY KELLY D  
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 \*  
CONWAY KELLY D

(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)  
President & CEO

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	968,685	D	0	D

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

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SEC 1474 (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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Option (right to buy)	\$ 6.15	08/20/2018		D	50,000 (2)	06/06/2011 06/06/2021	Common Stock	50,000	
Stock Option (right to buy)	\$ 5.79	08/20/2018		D	300,000 (2)	02/27/2012 02/27/2022	Common Stock	300,000	
Stock Option (right to buy)	\$ 4.69	08/20/2018		D	100,000 (2)	03/15/2013 03/15/2023	Common Stock	100,000	
Stock Option (right to buy)	\$ 6.38	08/20/2018		D	112,500 (2)	04/21/2014 04/21/2024	Common Stock	112,500	
Series B Preferred Stock	\$ 0	08/20/2018		U	3,862 (3)	(4) (5)	Common Stock	3,862	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CONWAY KELLY D 200 W. MADISON, SUITE 3100 CHICAGO, IL 60606	X		President & CEO	

## Signatures

/s/ Corrine N. Taylor,  
Attorney-in-fact

08/20/2018

\*\*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)

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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.

- (2) 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.
- (3) Per the terms of the Agreement and the Offer, each share of the Issuer's Series B Preferred Stock was tendered for \$7.80 per share, plus accrued and unpaid dividends payable thereon, in cash, without interest and less any required withholding taxes.
- (4) Immediate
- (5) None

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

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