

Mattersight Corp  
Form 8-K/A  
September 16, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 8-K/A**

**(Amendment No. 1)**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Date of report (Date of earliest event reported): May 17, 2011**

**MATTERSIGHT CORPORATION**

**(Exact Name of Registrant as Specified in Charter)**

**Delaware**

**(State or Other Jurisdiction)**

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of Incorporation)

**0-27975**  
(Commission

File Number)

**36-4304577**  
(IRS Employer

Identification No.)

**200 S. Wacker Drive, Suite 820, Chicago, Illinois**  
(Address of Principal Executive Offices)

**60606**  
(Zip Code)

Registrant's telephone number, including area code: **877.235.6925**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**EXPLANATORY NOTE**

Mattersight Corporation is filing this Amendment No. 1 to its Current Report on Form 8-K filed on May 23, 2011 for the sole purpose of disclosing the Company's decision as to the frequency with which it will include advisory votes on executive compensation in future annual meeting proxy materials.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

As previously reported, at the Company's 2011 Annual Meeting of Stockholders, a majority of the shares cast voted, on an advisory basis, to hold future advisory votes on executive compensation every three years. After consideration of the stockholder voting results, the Company's Board of Directors has determined that the Company will hold an advisory vote on executive compensation every three years until the next stockholder advisory vote on the frequency of future votes on executive compensation.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**MATTERSIGHT CORPORATION**

Date: September 16, 2011

By: /s/ WILLIAM B. NOON  
William B. Noon  
Vice President and Chief Financial Officer