

Mattersight Corp  
Form 8-K  
May 13, 2013

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

**WASHINGTON, D.C. 20549**

**FORM 8-K**

**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 9, 2013**

**Mattersight Corporation**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction

of Incorporation)

**0-27975**  
(Commission

File Number)

**36-4304577**  
(IRS Employer

Identification No.)

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**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))

**Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers; Compensatory Arrangements of Certain Officers.**

On May 9, 2013, the Compensation Committee of the Board of Directors of Mattersight Corporation approved the reinstatement of the 2006/2007 Salary Replacement Program, with a new Effective Period from July 1, 2013 until June 30, 2014. Pursuant to this Program, the Company's executive officers and certain other employees receive periodic grants of unrestricted Mattersight common stock (subject to Compensation Committee approval of each grant to the executive officers) in exchange for specified reductions in the cash salaries otherwise payable to those individuals. A copy of the program is included as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(a), (b), and (c) not applicable.

(d) *Exhibits:*

99.1 Mattersight Corporation 2006/2007 Salary Replacement Program (as Amended and Restated as of May 9, 2013).

**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: May 13, 2013

By: /s/ MARK ISERLOTH  
Mark Iserloth  
Vice President and Chief Financial Officer