

Danson Christopher Joseph
Form 4
August 20, 2018

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Danson Christopher Joseph

(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
____X____ Officer (give title _____ Other (specify
below) below)
EVP & CHIEF TECHNOLOGY OFFICER

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/20/2018		U		158,630	D	<u>(1)</u> 0
Common Stock	08/20/2018		U		130,257	D	<u>(2)</u> 0

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

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information contained in this form are not
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SEC 1474
(9-02)

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

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)	\$ 5.79	08/20/2018		D	115,000 ⁽³⁾	02/27/2012 02/27/2022	Common Stock 115,000
Stock Option (right to buy)	\$ 4.69	08/20/2018		D	50,000 ⁽³⁾	03/15/2013 03/15/2023	Common Stock 50,000
Stock Option (right to buy)	\$ 6.38	08/20/2018		D	56,250 ⁽³⁾	04/21/2014 04/21/2024	Common Stock 56,250
Series B Preferred Stock	\$ 0	08/20/2018		U	2,356 ⁽⁴⁾	⁽⁵⁾ ⁽⁶⁾	Common Stock 2,356

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Danson Christopher Joseph 200 W. MADISON, SUITE 3100 CHICAGO, IL 60606	EVP & CHIEF TECHNOLOGY OFFICER

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) 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.

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- (2) Per the terms of the Agreement, specified shares of the Issuer's common stock subject to restricted stock award agreements with the Issuer were automatically converted into restricted American depository shares of Nice Ltd.
- (3) 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.
- (4) 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.
- (5) Immediate
- (6) 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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