

Mattersight Corp
 Form 4
 February 27, 2017

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 *
 Investor Growth Capital, LLC

(Last) (First) (Middle)

1177 AVENUE OF THE AMERICAS, 47TH FLOOR

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Mattersight Corp [MATR]

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/23/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ Other (specify below)

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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 per share	02/23/2017		P		118,187 (1)	A	\$ 3	2,838,557	I (1) (2)	See footnotes (1) (2) (3) (4)

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu...
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Investor Growth Capital, LLC 1177 AVENUE OF THE AMERICAS, 47TH FLOOR NEW YORK, NY 10036			X	

Signatures

/s/ Michael V.
 Oporto 02/27/2017
**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) On February 23, 2017, IGC Fund VI, L.P., a Delaware limited partnership (the "Fund"), acquired 118,187 shares of common stock, \$0.01 par value per share (the "Common Shares") of Mattersight Corporation, a Delaware corporation (the "Company"). Investor Growth Capital, LLC, a Delaware limited liability company (the "General Partner"), is the general partner of the Fund. The General Partner possesses the sole power to vote and the sole power to direct the disposition of all securities of the Company held by the Fund. The General Partner is controlled by a Board of Directors consisting of Michael V. Oporto, Noah Walley, and Lennart Johansson. Messrs. Oporto and Walley are citizens of the United States of America; Mr. Johansson is a citizen of the Kingdom of Sweden.
- (2) An agent retained by an affiliate of the General Partner, Mr. Philip R. Dur, is a member of the Company's Board of Directors. Mr. Dur holds options to acquire Common Shares and, in addition, Mr. Dur may hold Common Shares, or other securities convertible into Common Shares. Mr. Dur separately files statements pursuant to Section 16 of the Securities Exchange Act of 1934 (the "Act") with respect to such options and securities. Pursuant to Rule 13d-4 under the Act, the General Partner disclaims beneficial ownership of any of the Company's securities held by Mr. Dur. Moreover, the General Partner disclaims group membership with Mr. Dur for the purposes of Section 13(d) of the Act, or for any other purpose.
- (3) The General Partner's interest in the Company's securities is limited to the extent of its pecuniary interest in such securities, if any, and neither the filing of this statement nor any of its contents shall be deemed to constitute an admission by the General Partner, or any other person/entity, that he, she or it was or is the beneficial owner of any of the Company's securities for purposes of Section 16 of the Act, or for any other purpose.
- (4) The General Partner's interest in the Company's securities is limited to the extent of its pecuniary interest in such securities, if any, and neither the filing of this statement nor any of its contents shall be deemed to constitute an admission by the General Partner, or any other person/entity, that he, she or it was or is the beneficial owner of any of the Company's securities for purposes of Section 16 of the Act, or for any other purpose.

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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