

Dur Philip R.
Form 3/A
May 10, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Dur Philip R.
(Last) (First) (Middle)

C/O INVESTOR GROWTH
CAPITAL,Â 333
MIDDLEFIELD ROAD, SUITE
110
(Street)

MENLO PARK,Â CAÂ 94025
(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
12/20/2011

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

12/27/2011

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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
Options to Acquire Common Stock, \$0.01 par value per share	01/31/2012 ⁽¹⁾	12/19/2021	Common Stock, \$0.01 par value per share	50,000	\$ 4.89	D <u>(2)</u> <u>(3)</u> <u>(4)</u> <u> </u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dur Philip R. C/O INVESTOR GROWTH CAPITAL 333 MIDDLEFIELD ROAD, SUITE 110 MENLO PARK, CA 94025	X			

Signatures

/s/ Philip R. Dur 05/10/2012
 **Signature of Date
 Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Option grant under the Mattersight Corporation 1999 Stock Incentive Plan. The options vest over a 48 month period; the first option vesting date is January 31, 2012.
 The Reporting Person is a senior executive employee of an affiliate of an entity, Investor Growth Capital, LLC ("Investor LLC"), that separately reports its holdings with respect to the securities of Mattersight Corporation, a Delaware corporation (the "Company"), pursuant to Section 13 and Section 16 of the Securities Exchange Act of 1934 (the "Act"). As of the date of the filing of this Form 3/A, Investor LLC holds 2,364,209 common shares, \$0.01 par value per share, of the Company.
- (2) The Reporting Person's interest in all of the Company's securities is limited to the extent of his 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 Reporting Person 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.
- (3) This amendment to the Form 3 has been filed solely to amend and restate footnote (2).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.