

Mattersight Corp  
Form 8-K/A  
December 03, 2013

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

**FORM 8-K/A**  
**AMENDMENT NO. 1 TO**

**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): November 26, 2013**

**MATTERSIGHT CORPORATION**  
**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
**of incorporation)**

**0-27975**  
**(Commission**  
**File Number)**

**36-4304577**  
**(IRS Employer**  
**Identification Number)**

**200 S. Wacker Drive, Suite 820**

**Chicago, Illinois**  
**(Address of principal executive offices)**

**(877) 235-6925**

**60606**  
**(Zip Code)**

**(Registrant's telephone number, including area code)**

**Not Applicable**

**(Former name or former address, if changed since last report)**

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

On November 27, 2013, the Mattersight Corporation (the Company ) filed a Current Report on Form 8-K (the Initial Report ) to report the Company's entry into a Common Stock Purchase Agreement with certain accredited investors. This Amendment No. 1 to Current Report on Form 8-K/A, which amends the Initial Report, is being filed to, among other things, report the closing of the offering governed by the Common Stock Purchase Agreement.

### **Item 1.01 Entry into Material Definitive Agreement.**

On November 26, 2013, the Company entered into a Common Stock Purchase Agreement, attached hereto as Exhibit 10.1 (the Purchase Agreement ), with certain accredited investors party thereto (collectively, the Purchasers ). Under the terms of the Purchase Agreement, the Company sold, and the Purchasers purchased from the Company, 1,538,462 shares (the Shares ) of the Company's common stock, par value \$0.01 per share (the Common Stock ), at a price of \$3.90 per share (the Offering ). The aggregate gross proceeds the Company received from the Offering were approximately \$6.0 million. Approximately 39.9% of the Shares were purchased by directors of the Company, or by their affiliates. The Offering closed on December 3, 2013.

Pursuant to the terms of the Purchase Agreement, the Company agreed to use commercially reasonable efforts to file a registration statement on Form S-3 with the Securities and Exchange Commission (the Registration Statement ) within 30 days following the closing of the Offering to register the resale by the Purchasers of the Shares and to cause the Registration Statement to become effective within 90 days following after the closing of the sale of Shares to the Purchasers (120 days in the event of a full review of the Registration Statement by the SEC). If the Registration Statement has not been declared effective within such time period, the Purchase Agreement provides for an initial payment of partial liquidated damages equal to 1% of the aggregate purchase price for the Shares then owned by the Purchasers, and further such payments on a monthly basis thereafter until the Registration Statement has been declared effective.

A copy of the Company's press release announcing the closing of the transaction is attached hereto as Exhibit 99.2.

### **Item 3.02 Unregistered Sales of Equity Securities.**

On December 3, 2013, the Company sold the Shares to the Purchasers under the Purchase Agreement in transactions exempt from registration under the Securities Act of 1933, as amended (the Securities Act ), or state securities laws, in reliance on Section 4(a)(2) thereof and Rule 506 of Regulation D of the Securities Act and in reliance on similar exemptions under applicable state laws. Each of the Purchasers represented that it is an accredited investor within the meaning of Rule 501(a) of Regulation D, and acquired the Shares for investment only and not with a view towards, or for resale in connection with, the public sale or distribution thereof. The Shares were offered without any general solicitation by the Company or its representatives.

The aggregate purchase price of the Shares was approximately \$6 million. Craig-Hallum Capital Group LLC acted as exclusive placement agent for the Offering, received a commission equal to 4.5% of the aggregate purchase price, for an aggregate commission of approximately \$270,000, and was reimbursed for its reasonable out-of-pocket expenses up to \$50,000.

The Shares represent 8.9% of the issued and outstanding shares of Common Stock immediately prior to the execution of the Purchase Agreement. The Company intends to use the net proceeds of the Offering for general corporate and working capital purposes.

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The Shares have not been registered under the Securities Act and such securities may not be offered or sold in the United States absent registration or an exemption from registration under the Securities Act and any applicable state securities laws. Neither this Current Report on Form 8-K nor any exhibit attached hereto is an offer to sell or the solicitation of an offer to buy Shares or other securities of the Company.

Additional information regarding the Shares and the transaction is included under Item 1.01 of this report and is incorporated herein by reference.

A copy of the Company's press release announcing the closing of the transaction is attached hereto as Exhibit 99.2.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

- 10.1\* Form of Purchase Agreement dated November 26, 2013 by and between Mattersight Corporation and the purchasers named therein.
- 99.1\* Press Release issued by the Company on November 27, 2013
- 99.2 Press Release issued by the Company on December 3, 2013

\* previously filed with the initial report on Form 8-K filed on November 27, 2013

**SIGNATURE**

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: December 3, 2013

By: /s/ MARK ISERLOTH

Name: Mark Iserloth

Title: Vice President and Chief Financial Officer