

Mattersight Corp  
Form S-8 POS  
March 13, 2014

As filed with the Securities and Exchange Commission on March 13, 2014

Registration File No. 333-68530

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

**POST-EFFECTIVE AMENDMENT NO. 2 TO**  
**FORM S-8**  
**REGISTRATION STATEMENT**

*Under*  
*The Securities Act of 1933*

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

**Delaware**  
**(State or Other Jurisdiction of**  
**Incorporation or Organization)**

**36-4304577**  
**(I.R.S. Employer**  
**Identification No.)**

**200 S. Wacker Drive**

**Suite 820**

**Chicago, Illinois**  
**(Address of Principal Executive Offices)**

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

**eLoyalty Corporation 2000 Stock Incentive Plan**

**(As Amended and Restated as of February 28, 2001)**

**(Full Title of the Plan)**

**Kelly D. Conway**

**President and Chief Executive Officer**

**Mattersight Corporation**

**200 S. Wacker Drive**

**Suite 820**

**Chicago, Illinois 60606**

**(Name and Address of Agent for Service)**

**(877) 235-6925**

**(Telephone Number, Including Area Code, of Agent for Service)**

*Copies To:*

**Christine R. Carsen, Esq.**

**Vice President, General Counsel and Corporate  
Secretary**

**Steven J. Gavin, Esq.**

**Arlene K. Lim, Esq.**

**Mattersight Corporation**

**200 S. Wacker Drive**

**Suite 820**

**Chicago, Illinois 60606**

**(877) 235-6925**

**Winston & Strawn LLP**

**35 West Wacker Drive**

**Chicago, Illinois 60601**

**(312) 558-5600**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller Reporting Company

**DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 2 (this Post-Effective Amendment ) relates to the Registration Statement on Form S-8 (Registration No. 333-68530) filed by Mattersight Corporation (the Registrant ) with the U.S. Securities and Exchange Commission on August 28, 2001 (the Registration Statement ) to register 400,000 additional shares of common stock, par value \$0.01 per share (the Shares ), and the associated 400,000 additional preferred stock purchase rights (the Rights ), to be issued pursuant to the eLoyalty Corporation 2000 Stock Incentive Plan (the Plan ). As of the date of this Post-Effective Amendment, the Plan has terminated, no awards remain outstanding under the Plan, and no additional Shares or Rights will be issued under the Plan.

In accordance with the Registrant s undertaking in Part II, Item 9(A)(3) of the Registration Statement, the Registrant hereby amends the Registration Statement to remove from registration all of the Shares and Rights that remain unsold or otherwise unissued, if any, and to terminate the effectiveness of the Registration Statement.

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**SIGNATURES**

**Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chicago, State of Illinois, on March 13, 2014.**

MATTERSIGHT CORPORATION

By: /s/ KELLY D. CONWAY  
Kelly D. Conway  
President and Chief Executive Officer

**Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities indicated as of March 13, 2014.**

| <b>Signature</b>       | <b>Title</b>                                    |
|------------------------|---|
| /s/ KELLY D. CONWAY    | Director, President and Chief Executive Officer |
| Kelly D. Conway        | (Principal Executive Officer)                   |
| /s/ MARK ISERLOTH      | Vice President and Chief Financial Officer      |
| Mark Iserloth          | (Principal Financial Officer)                   |
| /s/ GLENN POLSON       | Vice President of Financial Reporting           |
| Glenn Polson           | (Principal Accounting Officer)                  |
| *<br>Tench Coxe        | Chairman of the Board and Director              |
| *<br>Philip R. Dur     | Director  |
| *<br>Henry J. Feinberg | Director  |
| *<br>John T. Kohler    | Director  |
| *<br>David B. Mullen   | Director  |
| *<br>                  | Director  |

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Michael J. Murray

\*

John C. Staley

Director

\* By Christine R. Carsen, Vice President, General Counsel, and Corporate Secretary as attorney-in-fact pursuant to Power of Attorney on file with the Form S-8 filed on the date hereof.