

Mattersight Corp
Form 4
May 10, 2012

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 AB

(Last) (First) (Middle)

**C/O INVESTOR GROWTH
CAPITAL, LLC, ONE
ROCKEFELLER PLAZA, SUITE
2801**

(Street)

NEW YORK, NY 10020

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/19/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock, par value \$0.01 per share | | | | (A) or (D) Price | 0 | I | See Notes (1) (2) (3) (4) (5) |

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

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

INVESTOR AB
C/O INVESTOR GROWTH CAPITAL, LLC
ONE ROCKEFELLER PLAZA, SUITE 2801
NEW YORK, NY 10020

Former 10% Owner

Signatures

Investor AB: By: /s/ Michael V. Oporto, Authorized Signatory and /s/ Stephen Campe, Authorized Signatory

05/10/2012

__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).

As of December 19, 2011 (the "Transaction Date"), IGC Fund VI, L.P., a Delaware limited partnership (the "Fund"), held 2,364,209 shares of common stock, \$0.01 par value per share (the "Common Shares") of Mattersight Corporation, a Delaware corporation (the "Company"). On December 27, 2011, Investor AB, a limited liability company incorporated under the laws of Sweden ("Investor AB"), filed a Form 3 with the United States Securities and Exchange Commission (the "Commission") with respect to the Company's securities held by the Fund.

(1) It has been determined that Investor AB was not, as of the Transaction Date, and is not, a ten percent beneficial owner of the Company's Common Shares as set forth in Rule 16a-2 under the Securities Exchange Act of 1934 (the "Act"). Accordingly, this Form 4 is being filed with the Commission to disclose that for the purposes of Rule 16a-2 under Act, Investor AB is deemed to beneficially own none of the securities of the Company held by the Fund as of December 19, 2011 and thereafter.

(2) Concurrent with the filing of this Form 4 with the Commission, Investor Growth Capital, LLC, a Delaware limited liability company (the "General Partner"), the general partner of the Fund, is filing a Form 3 with the Commission disclosing that it, for the purposes of Rule 16a-2 under the Act, is a ten percent beneficial owner of the Common Shares held by 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.

(3) A senior executive employed by an affiliate of the General Partner and a member of the Board of Directors of the Company (the "Senior Executive Employee"), Mr. Philip R. Dur, holds options to acquire 50,000 Common Shares. Mr. Dur separately files statements pursuant

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to Section 16 of the Act with respect to such options.

- (5) The Reporting Person's interest in all of 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 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.

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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