

Mattersight Corp  
Form 8-K  
July 03, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d)**

**OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of report (Date of earliest event reported): July 1, 2013**

**Mattersight Corporation**

(Exact Name of Registrant as Specified in Charter)

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

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

**36-4304577**  
(IRS Employer  
  
Identification No.)

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**200 S. Wacker Drive, Suite 820, Chicago, Illinois**  
(Address of Principal Executive Offices)

**60606**  
(Zip Code)

**Registrant's telephone number, including area code: (877) 235-6925**

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))

**Item 5.02(e). Compensatory Arrangements with Certain Officers.**

Effective July 1, 2013, Mattersight Corporation entered into an amendment (the Amendment ) to its executive employment agreement with David R. Gustafson, its Vice President of Marketing and Product Management (the Agreement ), in connection with Mr. Gustafson s promotion to Executive Vice President of Products and Marketing. The Amendment revises the material components of Mr. Gustafson s compensation package under the Agreement as follows: (a) his annual base salary is increased from \$230,000 to \$275,000, less standard payroll deductions and withholdings; and (b) his target annual bonus is increased from \$180,000 to \$275,000. The foregoing summary of the Amendment is qualified in its entirety by reference to the Amendment, which is attached as Exhibit 10.1 hereto and incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits.**

Exhibit

No.	Description
10.1	First Amendment to Executive Employment Agreement, dated July 1, 2013, between David R. Gustafson and Mattersight Corporation.

**SIGNATURES**

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: July 3, 2013

By: /s/ MARK ISERLOTH  
Mark Iserloth  
*Vice President and Chief Financial Officer*