

Mattersight Corp  
Form 8-K  
March 30, 2012

**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): March 28, 2012**

**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)**

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

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

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 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(e) In connection with the previously disclosed termination of Tyson Marian's employment with the Company effective February 6, 2012, the Company and Mr. Marian entered into a Separation and Release Agreement on March 28, 2012 (the "Separation Agreement"). Under the terms of the Separation Agreement, Mr. Marian will receive a lump sum cash payment of \$355,000 and the accelerated vesting of 31,250 shares of previously unvested Mattersight common stock, subject to standard tax withholding.

**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: March 30, 2012

By: /s/ WILLIAM B. NOON  
William B. Noon  
*Vice President and Chief Financial Officer*