

Mattersight Corp  
Form SC 13G/A  
February 13, 2015

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 2)\*

Mattersight Corporation  
(Name of Issuer)

Common Stock, \$.01 par value  
(Title of Class of Securities)

577097108  
(CUSIP Number)

December 31, 2014  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

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\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP  
No. 577097108

1. NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Peninsula  
Capital  
Management,  
LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)   
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

California

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

SHARED  
6. VOTING  
POWER

350,000

SOLE  
7. DISPOSITIVE  
POWER

0

SHARED  
8. DISPOSITIVE  
POWER

350,000

AGGREGATE  
AMOUNT  
9. BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

350,000

CHECK  
BOX IF  
THE  
AGGREGATE  
AMOUNT  
10. IN ROW (9)   
EXCLUDES  
CERTAIN  
SHARES  
(SEE  
INSTRUCTIONS)

PERCENT  
OF CLASS  
REPRESENTED  
11. BY  
AMOUNT  
IN ROW (9)

1.6%

12. TYPE OF  
REPORTING

PERSON  
(SEE  
INSTRUCTIONS)

IA

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CUSIP  
577097108  
No.

1. NAME OF  
REPORTING  
PERSONS  
I.R.S.  
IDENTIFICATION  
NOS. OF  
ABOVE  
PERSONS  
(ENTITIES  
ONLY)

Peninsula  
Fund, LP<sup>1</sup>

2. CHECK THE  
APPROPRIATE  
BOX IF A  
MEMBER OF A  
GROUP (SEE  
INSTRUCTIONS)  
(a)   
(b)

3. SEC USE  
ONLY

4. CITIZENSHIP  
OR PLACE  
OF  
ORGANIZATION

California

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON WITH

5. SOLE  
VOTING  
POWER

0

6.

SHARED  
VOTING  
POWER

350,000

7. DISPOSITIVE  
POWER

0

8. DISPOSITIVE  
POWER

350,000

9. AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

350,000

10. CHECK  
BOX IF  
THE  
AGGREGATE  
AMOUNT  
IN ROW (9)    
EXCLUDES  
CERTAIN  
SHARES  
(SEE  
INSTRUCTIONS)

11. PERCENT  
OF CLASS  
REPRESENTED  
BY  
AMOUNT  
IN ROW (9)

1.6%

12. TYPE OF  
REPORTING  
PERSON

(SEE  
INSTRUCTIONS)

PN

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<sup>1</sup> As of October 31, 2013 Peninsula Master Fund, Ltd. transferred all of the shares of Mattersight Corporation beneficially owned by Peninsula Master Fund, Ltd. to Peninsula Fund, LP.

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CUSIP  
No. 577097108

1. NAME OF  
REPORTING  
PERSONS  
I.R.S.  
IDENTIFICATION  
NOS. OF  
ABOVE  
PERSONS  
(ENTITIES  
ONLY)

Scott  
Bedford

2. CHECK THE  
APPROPRIATE  
BOX IF A  
MEMBER OF A  
GROUP (SEE  
INSTRUCTIONS)

(a)

(b)

3. SEC USE  
ONLY

4. CITIZENSHIP  
OR PLACE  
OF  
ORGANIZATION

U.S.A.

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON WITH

5. SOLE  
VOTING  
POWER

0



SHARED  
6. VOTING  
POWER

350,000

SOLE  
7. DISPOSITIVE  
POWER

0

SHARED  
8. DISPOSITIVE  
POWER

350,000

AGGREGATE  
AMOUNT  
9. BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

350,000

CHECK  
BOX IF  
THE  
AGGREGATE  
AMOUNT  
10. IN ROW (9)    
EXCLUDES  
CERTAIN  
SHARES  
(SEE  
INSTRUCTIONS)

PERCENT  
OF CLASS  
11. REPRESENTED  
BY  
AMOUNT  
IN ROW (9)

1.6%

12. TYPE OF  
REPORTING  
PERSON

(SEE  
INSTRUCTIONS)

IN

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CUSIP No. 577097108

Item 1. (a). Name of Issuer:

Mattersight Corporation

(b). Address of issuer's principal executive offices:

200 S. Wacker Drive, Suite 820  
Chicago, Illinois 60606

Item 2. (a). Name of person filing:

Peninsula Capital Management, LP  
Peninsula Fund, LP  
Scott Bedford

(b). Address or principal business office or, if none, residence:

Peninsula Capital Management, LP  
1229 Burlingame Ave, Suite 205  
Burlingame, CA 94010

Peninsula Fund, LP  
c/o Peninsula Capital Management, LP  
1229 Burlingame Ave, Suite 205  
Burlingame, CA 94010

Scott Bedford  
c/o Peninsula Capital Management, LP  
1229 Burlingame Ave, Suite 205  
Burlingame, CA 94010

(c). Citizenship:

Peninsula Capital Management, LP – California  
Peninsula Fund, LP – California  
Scott Bedford – U.S.A. citizen

(d). Title of class of securities:

Common Stock, \$.01 par value

(e). CUSIP No.:

577097108

Item 3. If This Statement is filed pursuant to §§.240.13d-1(b) or 240.13d-2(b), or (c), check whether the person filing is a

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- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C.1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);

Group, in accordance with §240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with (k)  §240.13d-1(b)(1)(ii)(J), please specify the type of institution:

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Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

Peninsula Capital Management, LP: 350,000 shares  
Peninsula Fund, LP: 350,000 shares  
Scott Bedford: 350,000 shares

(b) Percent of class:

Peninsula Capital Management, LP: 1.6%  
Peninsula Fund, LP: 1.6%  
Scott Bedford: 1.6%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote	Peninsula Capital Management, LP: 0 Peninsula Fund, LP: 0 Scott Bedford: 0
(ii) Shared power to vote or to direct the vote	Peninsula Capital Management, LP: 350,000 Peninsula Fund, LP: 350,000 Scott Bedford: 350,000
(iii) Sole power to dispose or to direct the disposition of	Peninsula Capital Management, LP: 0 Peninsula Fund, LP: 0 Scott Bedford: 0
(iv) Shared power to dispose or to direct the disposition of	Peninsula Capital Management, LP: 350,000 Peninsula Fund, LP: 350,000 Scott Bedford: 350,000

Instruction: For computations regarding securities which represent a right to acquire an underlying security see §240.13d-3(d)(1).

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

As of October 31, 2013 Peninsula Master Fund, Ltd. transferred all of the shares of Mattersight Corporation beneficially owned by Peninsula Master Fund, Ltd. to Peninsula Fund, LP.

Instruction: Dissolution of a group requires a response to this item.

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than 5 percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

If a parent holding company or control person has filed this schedule, pursuant to Rule 13d-1(b)(1)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company or control person has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

N/A

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Item 8. Identification and Classification of Members of the Group.

If a group has filed this schedule pursuant to §240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identity of each member of the group.

N/A

Item 9. Notice of Dissolution of Group.

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5.

N/A

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 13, 2015  
(Date)

Peninsula Capital  
Management, LP\*

By: /s/ Scott Bedford  
Name: Scott Bedford  
Title: Principal

Peninsula Fund, LP

By: /s/ Scott Bedford  
Name: Scott Bedford  
Title: Director

/s/ Scott Bedford\*  
Scott Bedford

\*These Reporting Persons disclaim beneficial ownership in the shares reported herein except to the extent of their pecuniary interest therein.

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See s.240.13d-7 for other parties for whom copies are to be sent.

Attention. Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).

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Exhibit A

AGREEMENT

The undersigned agree that this Schedule 13G Amendment No. 2 dated February 13, 2015 relating to the Common Stock, \$.01 par value, of Mattersight Corporation shall be filed on behalf of the undersigned.

February 13, 2015  
(Date)

Peninsula Capital  
Management, LP

By: /s/ Scott Bedford  
Name: Scott Bedford  
Title: Principal

Peninsula Fund, LP

By: /s/ Scott Bedford  
Name: Scott Bedford  
Title: Director

/s/ Scott Bedford  
Scott Bedford

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