

Mattersight Corp  
Form 8-K  
May 22, 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): May 17, 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 5.07. Submission of Matters to a Vote of Security Holders.**

Mattersight Corporation's 2012 Annual Meeting of Stockholders (the Annual Meeting) was held on May 17, 2012. There were two matters submitted to a vote at the Annual Meeting.

The first matter submitted to a vote was the election of the Board of Director Nominees. The following nominees were elected to the Board of Directors, for a three year term expiring in 2015, with the following vote:

<b>Nominee</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Tench Coxe	10,231,208	296,369	3,110,749
John T. Kohler	10,344,022	183,555	3,110,749

The second matter submitted to a vote was the Board's proposal to ratify the selection of Grant Thornton LLP as Mattersight's independent public accountants for the 2012 fiscal year. The votes for the ratification of Grant Thornton LLP were as follows:

	<b>For</b>	<b>Against</b>	<b>Abstain</b>
<b>Ratification of Independent Public Accountants for 2012</b>	13,565,058	56,731	16,537

**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: May 22, 2012

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