

Mattersight Corp
Form SC 13D/A
December 01, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

Mattersight Corporation

(Name of Issuer)

Common Stock

(Title of Class of Securities)

577097108

(CUSIP Number)

Robert Yin

Sutter Hill Ventures, 755 Page Mill Rd., Suite #A-200, Palo Alto, CA 94304 650-493-5600

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

November 30, 2011

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

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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 disclosures provided in a prior cover page.

The information required on 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. Names of Reporting Persons
Sutter Hill Ventures, A California Limited Partnership 77-0287059
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)
WC
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
California, United States
- | | | |
|---|-----|--------------------------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7. | Sole Voting Power
2,725,773* |
| | 8. | Shared Voting Power
0 |
| | 9. | Sole Dispositive Power
2,725,773* |
| | 10. | Shared Dispositive Power
0 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
2,725,773
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
16.6%
14. Type of Reporting Person (See Instructions)
PN

* See Note 2 on Exhibit A.

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Introductory Note:

This Amendment No. 1 to Schedule 13D (Amendment No. 1) is being filed as an amendment to the initial statement on Schedule 13D relating to the Common Stock, \$0.01 par value per share, of Mattersight Corporation (formerly known as eLoyalty Corporation), a Delaware corporation (the Issuer), as filed with the Securities and Exchange Commission (the SEC) on September 12, 2008 (the Original Schedule 13D).

All capitalized terms not otherwise defined herein shall have the meaning ascribed to the terms in the Original Schedule 13D. The Original Schedule 13D is hereby amended and supplemented as follows and, except as expressly amended below, the Original Schedule 13D remains in full force and effect.

Item 1. Security and Issuer

The class of equity to which this Schedule 13D (this Schedule) relates is the common stock, \$0.01 par value per share (the Common Stock) of Mattersight Corporation, a Delaware corporation (the Issuer), which has its principal place of business at 200 South Wacker, Suite 820, Chicago, IL 60606.

Item 4. Purpose of Transaction

Item 4. Purpose of Transaction of the Original Schedule 13D is hereby amended by adding the following to the end thereof: As per the partnership agreement, every 4 years, there is a distribution of shares without consideration to the Managing Directors of the General Partner of Sutter Hill Ventures, A California Limited Partnership (the Partnership). On November 30, 2011, the Partnership made such a distribution in the aggregate amount of 193,001 shares of Common Stock and 71,326 shares of Series B Convertible Preferred Stock (Series B Preferred Stock) of the Issuer to the Managing Directors of the General Partner.

Item 5. Interest in Securities of the Issuer

(a) (b) The responses to Items 7 - 13 of the cover page of the Schedule are incorporated herein by reference. Please also see Exhibit A Note 2.

(c) The information included in Item 4 of this Amendment No. 1 is incorporated herein by reference.

(d) The Reporting Person knows of no other person having the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares beneficially owned by such Reporting Person.

(e) Not applicable

Item 7. Material to be Filed as Exhibits

1. Exhibit A.

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.

December 1, 2011
Date

/s/ Robert Yin
Signature

Robert Yin, Attorney-in-fact for Tench Coxe,
Managing Director of the General Partner
Name/Title

ATTENTION

Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).

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CUSIP No. 577097108

1. Names of Reporting Persons
Sutter Hill Entrepreneurs Fund (AI), L.P. 94-3338942
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)
WC
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
California, United States
- | | | |
|---|-----|-----------------------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7. | Sole Voting Power
14,707* |
| | 8. | Shared Voting Power
0 |
| | 9. | Sole Dispositive Power
14,707* |
| | 10. | Shared Dispositive Power
0 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
14,707
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
0.1%
14. Type of Reporting Person (See Instructions)
PN

* See Note 3 on Exhibit A.

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Introductory Note:

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Item 1. Security and Issuer

The class of equity to which this Schedule 13D (this Schedule) relates is the common stock, \$0.01 par value per share (the Common Stock) of Mattersight Corporation, a Delaware corporation (the Issuer), which has its principal place of business at 200 South Wacker, Suite 820, Chicago, IL 60606.

Item 5. Interest in Securities of the Issuer

(a) (b) The responses to Items 7 - 13 of the cover page of the Schedule are incorporated herein by reference. Please also see Exhibit A Note 3.

(d) The Reporting Person knows of no other person having the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares beneficially owned by such Reporting Person.

(e) Not applicable

Item 7. Material to be Filed as Exhibits

1. Exhibit A.

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.

December 1, 2011
Date

/s/ Robert Yin
Signature

Robert Yin, Attorney-in-fact for Tench Coxe,

Managing Director of the General Partner
Name/Title

ATTENTION

Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).

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CUSIP No. 577097108

1. Names of Reporting Persons
Sutter Hill Entrepreneurs Fund (QP), L.P. 94-3338941
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)
WC
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
California, United States
- | | | |
|---|-----|-----------------------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7. | Sole Voting Power
37,265* |
| | 8. | Shared Voting Power
0 |
| | 9. | Sole Dispositive Power
37,265* |
| | 10. | Shared Dispositive Power
0 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
37,265
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
0.2%
14. Type of Reporting Person (See Instructions)
PN

* See Note 4 on Exhibit A.

Introductory Note:

This Amendment No. 1 to Schedule 13D (Amendment No. 1) is being filed as an amendment to the initial statement on Schedule 13D relating to the Common Stock, \$0.01 par value per share, of Mattersight Corporation (formerly known as eLoyalty Corporation), a Delaware corporation (the Issuer), as filed with the Securities and Exchange Commission (the SEC) on September 12, 2008 (the Original Schedule 13D).

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Item 5. Interest in Securities of the Issuer

(a) (b) The responses to Items 7 - 13 of the cover page of the Schedule are incorporated herein by reference. Please also see Exhibit A Note 4.

(d) The Reporting Person knows of no other person having the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares beneficially owned by such Reporting Person.

(e) Not applicable

Item 7. Material to be Filed as Exhibits

1. Exhibit A.

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.

December 1, 2011
Date

/s/ Robert Yin
Signature

Robert Yin, Attorney-in-fact for Tench Coxe,
Managing Director of the General Partner
Name/Title

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CUSIP No. 577097108

- | | |
|-----|--|
| 1. | Names of Reporting Persons
David L. Anderson |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> |
| 3. | SEC Use Only |
| 4. | Source of Funds (See Instructions)
PF |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6. | Citizenship or Place of Organization
California, United States |
| 7. | Sole Voting Power
229,985* |
| 8. | Shared Voting Power
2,777,745** |
| 9. | Sole Dispositive Power
229,985* |
| 10. | Shared Dispositive Power
2,777,745** |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person
3,007,730 |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/> |
| 13. | Percent of Class Represented by Amount in Row (11)
18.2% |
| 14. | Type of Reporting Person (See Instructions)
IN |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

* See Note 5 on Exhibit A.

** Includes shares owned by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P. See Exhibit A.

Introductory Note:

This Amendment No. 1 to Schedule 13D (Amendment No. 1) is being filed as an amendment to the initial statement on Schedule 13D relating to the Common Stock, \$0.01 par value per share, of Mattersight Corporation (formerly known as eLoyalty Corporation), a Delaware corporation (the Issuer), as filed with the Securities and Exchange Commission (the SEC) on September 12, 2008 (the Original Schedule 13D).

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Item 1. Security and Issuer

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Item 4. Purpose of Transaction

Item 4. Purpose of Transaction of the Original Schedule 13D is hereby amended by adding the following to the end thereof: As per the partnership agreement, every 4 years, there is a distribution of shares without consideration to the Managing Directors of the General Partner of Sutter Hill Ventures, A California Limited Partnership (the Partnership). On November 30, 2011, the Partnership made such a distribution in the aggregate amount of 193,001 shares of Common Stock and 71,326 shares of Series B Convertible Preferred Stock (Series B Preferred Stock) of the Issuer to the Managing Directors of the General Partner. In connection with this distribution, the Reporting Person received 3,822 shares of Common Stock and 1,412 shares of Series Preferred B Stock.

Item 5. Interest in Securities of the Issuer

(a) (b) The responses to Items 7 - 13 of the cover page of the Schedule are incorporated herein by reference. Please also see Exhibit A Note 5.

(c) The information included in Item 4 of this Amendment No. 1 is incorporated herein by reference.

(d) The Reporting Person knows of no other person having the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares beneficially owned by such Reporting Person.

(e) Not applicable

Item 7. Material to be Filed as Exhibits

1. Exhibit A.

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.

December 1, 2011
Date

/s/ Robert Yin
Signature

Robert Yin, Attorney-in-fact for David L. Anderson
Name/Title

ATTENTION

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CUSIP No. 577097108

1. Names of Reporting Persons
G. Leonard Baker, Jr.
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	<input type="radio"/>
(b)	<input checked="" type="radio"/>
 3. SEC Use Only
 4. Source of Funds (See Instructions)
PF
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
California, United States
- | | | |
|---|-----|---|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7. | Sole Voting Power
254,182* |
| | 8. | Shared Voting Power
2,777,745** |
| | 9. | Sole Dispositive Power
254,182* |
| | 10. | Shared Dispositive Power
2,777,745** |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
3,031,927
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
18.3%
 14. Type of Reporting Person (See Instructions)
IN

* See Note 6 on Exhibit A.

** Includes shares owned by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P. See Exhibit A.

Introductory Note:

This Amendment No. 1 to Schedule 13D (Amendment No. 1) is being filed as an amendment to the initial statement on Schedule 13D relating to the Common Stock, \$0.01 par value per share, of Mattersight Corporation (formerly known as eLoyalty Corporation), a Delaware corporation (the Issuer), as filed with the Securities and Exchange Commission (the SEC) on September 12, 2008 (the Original Schedule 13D).

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Item 4. Purpose of Transaction

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Item 5. Interest in Securities of the Issuer

(a) (b) The responses to Items 7 - 13 of the cover page of the Schedule are incorporated herein by reference. Please also see Exhibit A Note 6.

(c) The information included in Item 4 of this Amendment No. 1 is incorporated herein by reference.

(d) The Reporting Person knows of no other person having the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares beneficially owned by such Reporting Person.

(e) Not applicable

Item 7. Material to be Filed as Exhibits

1. Exhibit A.

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.

December 1, 2011
Date

/s/ Robert Yin
Signature

Robert Yin, Attorney-in-fact for G. Leonard Baker, Jr.
Name/Title

ATTENTION

Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).

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CUSIP No. 577097108

1. Names of Reporting Persons
William H. Younger, Jr.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)
PF
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
California, United States
- | | | |
|---|-----|---|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7. | Sole Voting Power
287,554* |
| | 8. | Shared Voting Power
2,777,745** |
| | 9. | Sole Dispositive Power
287,554* |
| | 10. | Shared Dispositive Power
2,777,745** |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
3,065,299
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
18.5%
14. Type of Reporting Person (See Instructions)
IN

* See Note 7 on Exhibit A.

** Includes shares owned by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P. See Exhibit A.

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