Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2015

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
MATTERSIGHT CORPORATION 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/2000

2a Plan sponsor's name (employer, if for a single-employer plan)
Mailing address (include room, apt., suite no. and street, or P.O. Box)
City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)

MATTERSIGHT CORPORATION

200 WEST MADISON ST
SUITE 3100
CHICAGO, IL 60606

2b Employer Identification Number (EIN)
36-4304577

2c Plan Sponsor's telephone number
847-582-7170

2d Business code (see instructions)
541600

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2016	TIMOTHY HAILEY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address (include room or suite number)

Preparer's telephone number

3a	Plan administrator's name and address [X] Same as Plan Sponsor	**3b**	Administrator's EIN
		3c	Administrator's telephone number
4	If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b**	EIN
a	Sponsor's name	**4c**	PN

5	Total number of participants at the beginning of the plan year	**5**	424
6	Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1)	Total number of active participants at the beginning of the plan year	**6a(1)**	194
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	242
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	213
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	455
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	455
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	442
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	23
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2G 2J 2K 2T 3D

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)		**9b** Plan benefit arrangement (check all that apply)	
(1)	[ ] Insurance	**(1)**	[ ] Insurance
(2)	[ ] Code section 412(e)(3) insurance contracts	**(2)**	[ ] Code section 412(e)(3) insurance contracts
(3)	[X] Trust	**(3)**	[X] Trust
(4)	[ ] General assets of the sponsor	**(4)**	[ ] General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- **(1)** [X] **R** (Retirement Plan Information)
- **(2)** [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- **(3)** [ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- **(1)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [ ] **A** (Insurance Information)
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [X] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

Part III **Form M-1 Compliance Information (to be completed by welfare benefit plans)**

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ……..... ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2015 Form M-1 annual report. If the plan was not required to file the 2015 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).	2015
Department of Labor Employee Benefits Security Administration	▶ File as an attachment to Form 5500.	This Form is Open to Public Inspection.
Pension Benefit Guaranty Corporation		

For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

A Name of plan MATTERSIGHT CORPORATION 401(K) PLAN	**B** Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 MATTERSIGHT CORPORATION	**D** Employer Identification Number (EIN) 36-4304577

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . ☐ Yes ☒ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

SAGEVIEW ADVISORY GROUP, LLC

33-0818667

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
16 17	CONSULTANT	30000	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

BAKER TILLY VIRCHOW

39-0859910

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
16	CONSULTANT	11500	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 60 64 65	RECORDKEEPER	956	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ABF LG CAP VAL INV - BOSTON FINANC 31-0900518	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ARTISAN MID CAP INV - STATE STREET 04-0025081	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
BLKRK INFL PROTEC IS - BNY MELLON P.O. BOX 9793 PROVIDENCE, RI 02940	0.15%

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation		**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DREYFUS APPRECIATION - DREYFUS TRA	200 PARK AVENUE NEW YORK, NY 10166	0.50%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation		**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JPM MIDCAP VALUE IS - BOSTON FINAN	330 W. 9TH STREET KANSAS CITY, MO 66160	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation		**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
METWEST TOT RTN BD I - BNY MELLON	P.O. BOX 9793 PROVIDENCE, RI 02940	0.10%

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIMCO TOT RETURN ADM - BOSTON FINA BFDS BUILDING, 30 DAN ROAD CANTON, MA 02021	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PRU/J SMALL CO Z - PRUDENTIAL MUTU 22-3703799	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
VICTORY DIVERS STK A - SUNGARD INV 31-1249295	0.50%

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
WF SM CAP VALUE A - BOSTON FINANCI P.O. BOX 8480 BOSTON, MA 02266	0.55%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2015

This Form is Open to Public Inspection.

For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

A Name of plan
MATTERSIGHT CORPORATION 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
MATTERSIGHT CORPORATION

D Employer Identification Number (EIN)
36-4304577

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: MIP CL 1

b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
04-3022712-024	C	2940098

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2015

This Form is Open to Public Inspection

For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

A Name of plan
MATTERSIGHT CORPORATION 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
MATTERSIGHT CORPORATION

D Employer Identification Number (EIN)
36-4304577

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	19559
(2) Participant contributions	1b(2)	44072	58243
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	177574	203331
(9) Value of interest in common/collective trusts	1c(9)	3115095	2940098
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	30374222	29685572
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	33710963	32906803
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h	2889	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through1j)	1k	2889	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	33708074	32906803

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	322050	
(B) Participants	2a(1)(B)	1654647	
(C) Others (including rollovers)	2a(1)(C)	164992	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		2141689
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	12193	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		12193
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1878126	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		1878126
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		8826
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-1448878
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		2591956
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	3350771	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		3350771
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses: **(1)** Professional fees	2i(1)	41500	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	956	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		42456
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		3393227
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		-801271
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: BAKER TILLY VIRCHOW KRAUSE, LLP **(2)** EIN: 39-0859910

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. **(2)** [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

		Yes	No	N/A	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X		
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X		

			Yes	No	N/A	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X		
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X		
e	Was this plan covered by a fidelity bond?	4e	X			2000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X		
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X		
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X		
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X			
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X		
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X		
l	Has the plan failed to provide any benefit when due under the plan?	4l		X		
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X		
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X		
o	Did the plan trust incur unrelated business taxable income?	4o				
p	Were in-service distributions made during the plan year?	4p				

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ..... ☐ Yes ☐ No ☐ Not determined

Part V Trust Information

6a Name of trust	**6b** Trust's EIN

6c Name of trustee or custodian	**6d** Trustee's or custodian's telephone number

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2015

This Form is Open to Public Inspection.

For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

A Name of plan
MATTERSIGHT CORPORATION 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
MATTERSIGHT CORPORATION

D Employer Identification Number (EIN)
36-4304577

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1**

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 04-6568107

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 a Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

Part VII IRS Compliance Questions

20a Is the plan a 401(k) plan?	☐ Yes	☐ No
20b If "Yes," how does the 401(k) plan satisfy the nondiscrimination requirements for employee deferrals and employer matching contributions (as applicable) under sections 401(k)(3) and 401(m)(2)?	☐ Design-based safe harbor method	☐ ADP/ACP test
20c If the ADP/ACP test is used, did the 401(k) plan perform ADP/ACP testing for the plan year using the "current year testing method" for nonhighly compensated employees (Treas. Reg sections 1.401(k)-2(a)(2)(ii) and 1.401(m)-2(a)(2)(ii))?	☐ Yes	☐ No
21a Check the box to indicate the method used by the plan to satisfy the coverage requirements under section 410(b):	☐ Ratio percentage test	☐ Average benefit test
21b Does the plan satisfy the coverage and nondiscrimination tests of sections 410(b) and 401(a)(4) by combining this plan with any other plans under the permissive aggregation rules?	☐ Yes	☐ No
22a Has the plan been timely amended for all required tax law changes?	☐ Yes	☐ No ☐ N/A

22b Date the last plan amendment/restatement for the required tax law changes was adopted ____/____/____. Enter the applicable code _____ (See instructions for tax law changes and codes).

22c If the plan sponsor is an adopter of a pre-approved master and prototype (M&P) or volume submitter plan that is subject to a favorable IRS opinion or advisory letter, enter the date of that favorable letter _____/_____/_____ and the letter's serial number _____.

22d If the plan is an individually-designed plan and received a favorable determination letter from the IRS, enter the date of the plan's last favorable determination letter _____/_____/_____.

23 Is the Plan maintained in a U.S. territory (i.e., Puerto Rico (if no election under ERISA section 1022(i)(2) has been made), American Samoa, Guam, the Commonwealth of the Northern Mariana Islands or the U.S. Virgin Islands)?	☐ Yes	☐ No

Baker Tilly Virchow Krause, LLP
500 Midland Ct.
PO Box 8130
Janesville, WI 53547-8130
tel 608 752 5835
fax 608 752 9504
bakertilly.com

Plan Administration Committee
Mattersight Corporation 401(k) Plan
200 W. Madison St.
Suite 3100
Chicago, Illinois 60606

Thank you for using Baker Tilly Virchow Krause, LLP as your auditor.

We have completed a DOL limited-scope audit of Mattersight Corporation 401(k) Plan (the "plan") for the year ended December 31, 2015, and have issued our report thereon dated October 6, 2016. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3 to those financial statements. Because of the significance of the information that we did not audit, we are unable to, and have not, expressed an opinion on those financial statements and schedule taken as a whole. This letter presents communications required by our professional standards.

Our Responsibility under Auditing Standards Generally Accepted in the United States of America

As permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, you instructed us not to perform, and we did not perform, any auditing procedures with respect to the statements and information relating to the plan's investments certified by the trustee, except for comparing such information with the related information included in the plan's financial statements and supplemental information. The form and content of the information included in the plan's financial statements, other than that derived from the information certified by the trustee, was audited by us in accordance with auditing standards generally accepted in the United States of America. These standards require that we plan and perform our audit to obtain reasonable, rather than absolute, assurance about whether the financial statements prepared by management with your oversight are free of material misstatement, whether caused by error or fraud. Our audit included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit does not relieve management or the Plan Administration Committee of their fiduciary responsibilities.

As part of the audit we obtained an understanding of the entity and its environment, including internal control, sufficient to assess the risks of material misstatement of the financial statements and to design the nature, timing, and extent of further audit procedures. The audit was not designed to provide assurance on internal control or to identify deficiencies in internal control.

Planned Scope and Timing of the Audit

We performed the audit according to the planned scope and timing previously communicated to you in our letter dated June 13, 2016.

Qualitative Aspect of Accounting Policies

Management is responsible for the selection and use of appropriate accounting policies. In accordance with the terms of our engagement letter, we will advise management about the appropriateness of accounting policies and their application. The significant accounting policies used by Mattersight Corporation 401(k) Plan are described in Note 2 to the financial statements. No new accounting policies were adopted and the application of existing policies was not changed during the year ended December 31, 2015.

We noted no transactions entered into by the plan during the year that were both significant and unusual, and of which, under professional standards, we are required to inform you, or transactions for which there is a lack of authoritative guidance or consensus.

Accounting estimates are an integral part of the financial statements prepared by management and are based on management's knowledge and experience about past and current events and assumptions about future events. Certain accounting estimates are particularly sensitive because of their significance to the financial statements and because of the possibility that future events affecting them may differ significantly from those expected.

The disclosures in the financial statements are neutral, consistent, and clear.

Difficulties Encountered in Performing the Audit

We encountered no significant difficulties in dealing with management in performing and completing our audit.

Corrected and Uncorrected Misstatements

Professional standards require us to accumulate all known and likely misstatements identified during the audit, other than those that are trivial, and communicate them to the appropriate level of management. For purposes of this letter, professional standards define a significant audit adjustment as a proposed correction of the financial statements that, in our judgment, may not have been detected except through our auditing procedures. There were no significant audit adjustments or other uncorrected financial statement misstatements identified.

Disagreements with Management

For purposes of this letter, professional standards define a disagreement with management as a matter, whether or not resolved to our satisfaction, concerning a financial accounting, reporting, or auditing matter that could be significant to the financial statements or the auditors' report. We are pleased to report that no such disagreements arose during the course of our audit.

Consultations with Other Independent Accountants

In some cases, management may decide to consult with other accountants about auditing and accounting matters. If a consultation involves application of an accounting principle to the plan's financial statements, or a determination of the type of auditors' opinion that may be expressed on those statements, our professional standards require the consulting accountant to check with us to determine that the consultant has all the relevant facts. To our knowledge, there were no such consultations with other accountants.

Management Representations

We have requested certain representations from management that are included in the management representation letter. This letter has been provided to you.

Independence

We are not aware of any relationships between Baker Tilly Virchow Krause, LLP and the plan that, in our professional judgment, may reasonably be thought to bear on our independence.

Relating to our audit of the financial statements of Mattersight Corporation 401(k) Plan for the year ended December 31, 2015, Baker Tilly Virchow Krause, LLP hereby confirms in accordance with the Code of Professional Conduct issued by the American Institute of Certified Public Accounts, that we, in our professional judgment, are independent with respect to the plan . During the year ended December 31, 2015, Baker Tilly Virchow Krause, LLP provided the following service to the plan:

- Assembly of financial statements

Other Audit Findings or Issues

We generally discuss a variety of matters, including the application of accounting principles and auditing standards, with management each year prior to retention as the plan's auditors. However, these discussions occurred in the normal course of our professional relationship and our responses were not a condition to our retention.

This information is intended solely for the use of the Plan Administration Committee and management of Mattersight Corporation 401(k) Plan and is not intended to be and should not be used by anyone other than these specified parties.

Baker Tilly Virchow Krause, LLP

Janesville, Wisconsin
October 6, 2016

MATTERSIGHT CORPORATION
401(K) PLAN
CHICAGO, ILLINOIS

Financial Statements and Supplemental Schedule
Including Independent Auditors' Report
As of December 31, 2015 and 2014 and
For the Year Ended December 31, 2015

MATTERSIGHT CORPORATION 401(K) PLAN

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Note: Supplemental schedules required by Employee Retirement Income Security Act of 1974 not included as part of these statements are not applicable to the Mattersight Corporation 401(k) Plan.

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Independent Auditors' Report

To the Plan Administration Committee
Mattersight Corporation 401(k) Plan
Chicago, Illinois

We were engaged to audit the accompanying financial statements of Mattersight Corporation 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2015 and 2014, and the related statement of changes in net assets available for benefits for the year ended December 31, 2015, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Note 3, which was certified by Fidelity Management Trust Company, the Trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan Administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained certifications from the Trustee, as of December 31, 2015 and 2014 and for the year ended December 31, 2015, that the information provided to the Plan Administrator by the Trustee is complete and accurate.

To the Plan Administration Committee
Mattersight Corporation 401(k) Plan

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements as a whole.

Other Matter - Report on Supplementary Information

The supplemental schedule, Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year), as of December 31, 2015 is required by the DOL Rules and Regulations for Reporting and Disclosure under the ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Baker Tilly Virchow Krause, LLP

Janesville, Wisconsin
October 6, 2016

MATTERSIGHT CORPORATION 401(K) PLAN

Statements of Net Assets Available For Benefits

As of December 31, 2015 and 2014

	2015	2014
Assets:		
Investments, at fair value:		
Shares of registered investment companies	$29,685,572	$30,374,222
Common collective trust fund	2,940,098	3,115,095
Total investments	32,625,670	33,489,317
Receivables:		
Notes receivable from participants	203,331	177,574
Participant contributions	58,243	44,072
Employer contributions	19,559	—
Total assets	32,906,803	33,710,963
Liabilities:		
Accrued administrative expenses	—	2,889
Total liabilities	—	2,889
Net assets available for benefits, at fair value	32,906,803	33,708,074
Adjustment from fair value to contract value for interest in common collective trust fund relating to fully benefit-responsive investment contracts	(19,942)	(45,532)
Net assets available for benefits	$32,886,861	$33,662,542

See accompanying notes to financial statements.

MATTERSIGHT CORPORATION 401(K) PLAN

Statement of Changes in Net Assets Available For Benefits

For The Year Ended December 31, 2015

Additions to Net Assets:	
Investment income:	
Interest and dividends	$ 1,912,542
Interest on notes receivable from participants	12,193
Contributions:	
Participant	1,654,647
Employer	322,050
Rollover	164,992
Total contributions	2,141,689
Total additions	4,066,424
Deductions from Net Assets:	
Benefits paid to participants	3,350,771
Net depreciation in fair value of investments	1,448,878
Administrative expenses	42,456
Total deductions	4,842,105
Net decrease in net assets	(775,681)
Net assets available for benefits, beginning of year	33,662,542
Net assets available for benefits, end of year	$32,886,861

See accompanying notes to financial statements.

MATTERSIGHT CORPORATION 401(K) PLAN

Notes to Financial Statements

As of December 31, 2015 and 2014 and for the Year Ended December 31, 2015

NOTE 1 — Description of Plan

The following description of the Mattersight Corporation (the "Employer" or "Plan Sponsor") 401(K) Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General — The Plan is a defined contribution plan covering all employees who are age twenty-one or older. Employees are eligible to participate on the first day of the month following their first day of employment. The Plan was established and is subject to the provisions of the Employee Retirement Income Security Act ("ERISA").

The Plan allows auto enrollment of non-participating employees after 90 days. If the employees do not opt out of the program within 90 days they are automatically enrolled with a 3% deferral of their salary. Employees that are automatically enrolled have their contributions invested in the Plan's qualified default investment alternative (QDIA), an age-based asset allocation fund. An employee may elect out of the program at any time, as well as make changes to the level of contribution and investment fund option.

The Plan has a discretionary matching employer contribution. Matching employer contributions require Board of Director approval and may limit the matching employer contribution to a specific percentage, or limit the match amount to a specific dollar amount.

Amendments/Changes — On June 1, 2015, the Plan was amended in order to expressly clarify that the value of restricted stock or of a stock option granted to an employee is excluded from the definition of eligible compensation for purposes of employee deferrals. As of September 8, 2015, the Plan was amended to make this clarification effective retroactive to the date of the Plan's inception. See Note 10 for additional information.

On February 14, 2015, the Plan agreed to the Plan Custodian's recommendation to add the Fidelity Freedom 2060 Fund, an age-based asset allocation vehicle, to its investment line-up.

Effective February 18, 2015, the Plan was amended to add or delete additional investment alternatives as the result of a periodic review using criteria established in the Employer's Participant-Directed Retirement Plan Investment Policy Statement ("Investment Policy") dated March 18, 2013. Of a total of 21 added funds, 17 were the result of replacing existing funds with those funds' lower-fee share class. Following is a complete list of the line-up changes:

MATTERSIGHT CORPORATION 401(K) PLAN

Notes to Financial Statements

As of December 31, 2015 and 2014 and for the Year Ended December 31, 2015

NOTE 1 — Description of Plan, continued

Added	Removed
Artisan Mid Cap Fund - Institutional Class	Artisan Mid Cap Fund Investor Class
Fidelity Diversified International Fund - K Class	Fidelity Diversified International Fund
Fidelity Freedom 2005 Fund - K Class	Fidelity Freedom 2005 Fund
Fidelity Freedom 2010 Fund - K Class	Fidelity Freedom 2010 Fund
Fidelity Freedom 2015 Fund - K Class	Fidelity Freedom 2015 Fund
Fidelity Freedom 2020 Fund - K Class	Fidelity Freedom 2020 Fund
Fidelity Freedom 2025 Fund - K Class	Fidelity Freedom 2025 Fund
Fidelity Freedom 2030 Fund - K Class	Fidelity Freedom 2030 Fund
Fidelity Freedom 2035 Fund - K Class	Fidelity Freedom 2035 Fund
Fidelity Freedom 2040 Fund - K Class	Fidelity Freedom 2040 Fund
Fidelity Freedom 2045 Fund - K Class	Fidelity Freedom 2045 Fund
Fidelity Freedom 2050 Fund - K Class	Fidelity Freedom 2050 Fund
Fidelity Freedom 2055 Fund - K Class	Fidelity Freedom 2055 Fund
Fidelity Freedom Income Fund - K Class	Fidelity Freedom Income Fund
Fidelity Growth Company Fund - K Class	Fidelity Growth Company Fund
Fidelity Low-Priced Stock Fund - K Class	Fidelity Low-Priced Stock Fund
Fidelity Puritan Fund - K Class	Fidelity Puritan Fund
Metropolitan West Total Return Bond Fund - Institutional Class	PIMCO Total Return Fund Administrative Class
Spartan Extended Market Index Fund - Fidelity Advantage Class	
Spartan International Index Fund - Fidelity Advantage Class	
Spartan U.S. Bond Index Fund - Fidelity Advantage Class	

NOTE 1 — Description of Plan, continued

Effective October 23, 2015, the Wells Fargo Small Cap Value Investor Class Fund was merged into the Wells Fargo Small Cap Value A-Class Fund. This change did not require a Plan amendment.

As of December 4, 2015, the Plan, which a Volume Submitter Plan as such term is defined under IRS Revenue Procedure 2015-36, was restated to incorporate required amendments, regulatory changes, and other enhancement, as is required every six years of such plans.

Subsequent to the 2015 plan year, on May 15, 2016, the Plan was amended to implement additional changes to available investment alternatives as determined consistent with the criteria defined in the Investment Policy. Following is a list of changes made pursuant to such amendment:

Added	Removed
JPMorgan U.S. Equity Fund - A Class	Fidelity Low-Priced Stock Fund - K Class
Goldman Sachs Small Cap Value Fund - Institutional Class	Dreyfus Appreciation Fund - Investor Class
	Wells Fargo Small Cap Value Fund - A Class
	Victory Diversified Stock Fund - A Class

Contributions — For calendar year 2015, the maximum participant contribution rate is 30% of eligible compensation and up to 100% of bonus compensation, subject to the Internal Revenue Service ("IRS") annual limit of $18,000. Participants over the age of 50 are allowed to contribute up to an additional $6,000 for 2015, if they elected catch-up contributions. In addition, participants may rollover distributions from other qualified plans and individual retirement accounts into the Plan. Participants direct the investment of their contributions into various investment options offered by the Plan.

For calendar year 2015, the matching employer contribution was made at the rate of 25% of the amount a Plan participant contributed to the Plan, up to 6% of the participant's qualifying compensation (as defined in the Plan). There were no employer matching contributions to the Plan for calendar year 2014, as employer matching contributions were suspended for 2014.

Participant Accounts — Each participant's account is credited with the participant's contribution, as directed by the participant; employer contributions, if any; and an allocation of Plan earnings. Allocations are based on participant account balances. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

NOTE 1 — Description of Plan, continued

Notes Receivable from Participants — The Plan provides for participant loans of up to 50% of the participant's vested account balance up to a limit of $50,000. The minimum loan amount is $1,000. Such loans bear interest at a rate as determined under the provisions of the Plan and are stated at cost which approximates fair value. Participants may have only one loan outstanding at any time.

Repayments on the principal and interest of loans are made directly through bi-monthly payroll deductions. As of December 31, 2015 and 2014, participant notes receivable were $203,331 and $177,574, respectively, with a 6.00% interest rate.

Vesting — Employee contributions, rollover contributions, and Plan earnings for those contributions are 100% vested immediately upon entering the Plan. Employer contributions are 100% vested after three years of service.

Forfeitures — Participants forfeit the non-vested portion of the employer matching contributions upon the earlier of (a) the distribution of the vested portion of their accounts, or (b) if a distribution is not received, after the participant incurs five consecutive one year breaks in service. Forfeiture funds may be used to pay administrative expenses of the Plan or applied to reduce future employer contributions. At December 31, 2015, forfeited funds totaled $19,958, net of $76,978 and $44,914 of forfeited funds used to pay employer matching contributions and administrative fees during the year, respectively. At December 31, 2014, forfeited funds totaled $112,568, net of $35,932 of forfeited funds used to pay administrative fees during the year.

Payment of Benefits — A participant in the Plan may elect to receive a distribution of vested benefits from the Plan in the following events: termination of service, death, disability, or retirement from Mattersight Corporation. The normal form of benefit for individuals is a lump sum distribution, but those individuals may also elect installment distributions.

Administrative Expenses — Administrative expenses are currently being paid from the forfeiture account. To the extent administrative expenses exceed the available funds in the forfeiture account, the plan sponsor pays any additional expenses.

NOTE 2 — Significant Accounting Policies

Basis of Accounting — The financial statements of the Plan are prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America and, accordingly, income and related assets are recognized when earned. Investment contracts held by a defined contribution plan are reported at fair value. However, effective for plan years ending after December 15, 2006, contract value is the relevant measurement attribute for that portion of the Net Assets Available for Benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts. Contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in investment contracts through the Fidelity Managed Income Portfolio Fund, a common/collective trust fund sponsored by Fidelity Management Trust Company. In the accompanying Statement of Net Assets Available for Benefits, investments in the common collective trust fund are presented at: (i) fair value and (ii) an adjustment from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is presented on a contract value basis.

Investment Valuation and Income Recognition — Plan investments are held under a group contract by the Fidelity Management Trust Company ("FMTC"). Shares of registered investment companies are valued at quoted market prices which represent the net asset value of shares held by the Plan at year-end as reported by the trustee. Investments in common/collective trust funds are through the Fidelity Managed Income Portfolio Fund and are valued at contract value. See Note 4 for discussion of fair value measurements.

Net depreciation in the fair value of investments included in the accompanying Statement of Changes in Net Assets Available for Benefits includes realized gains and losses from the sale of investments and unrealized appreciation or depreciation in the fair value of investments. Net unrealized appreciation or depreciation in the fair value of investments represents the net change in the fair value of the investments held during the period. The net realized gains or losses on the sale of investments represent the difference between the sale proceeds and the fair value of the investment as of the beginning of the period, or the cost of the investment if purchased during the year.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

The plan invests in shares of registered investment companies (mutual funds) that determine their fair value using the net asset value ("NAV") of the funds. The net asset value is determined by each fund's trustee using the fair value of the underlying securities within the fund at year end.

NOTE 2 — Significant Accounting Policies, continued

Fidelity Managed Income Portfolio Fund — The Fidelity Managed Income Portfolio (the "portfolio"), a common/collective trust fund, invests with the objective to seek preservation of capital and a competitive level of income over time. To achieve its investment objective, the portfolio invests in underlying assets (typically fixed-income securities or bond funds, and may include derivative instruments such as futures contracts and swap agreements) and enters into a "wrapper" contract issued by a third-party. FMTC seeks to minimize the exposure of the portfolio to credit risk through, among other means, diversification of the wrap contracts across an approved group of issuers. The portfolio's ability to receive amounts due pursuant to these contracts is dependent upon the issuers' ability to meet their financial obligations.

The portfolio calculates its net asset value per unit as of the close of business of the New York Stock Exchange, normally 4:00 p.m. Eastern Time. It is the policy of the portfolio to use its best efforts to maintain a stable net asset value of $1.00 per unit; although there is no guarantee that the portfolio will be able to maintain this value.

Investments in wrap contracts are fair valued using a discounted cash flow model which considers recent fee bids as determined by recognized dealers, discount rate, and the duration of the underlying portfolio securities. The dealers may consider the following in the bid process: size of the portfolio, performance of the underlying portfolio, and the fair value to contract value ratio. For purposes of benefit-responsive withdrawals, investments in wrap contracts are valued at contract value, which could be more or less than fair value. These investment contracts provide benefit-responsive withdrawals at contract value including those instances when, in connection with wrap contracts, underlying investment securities are sold to fund normal benefit payments prior to the maturity of such contracts. The crediting rate is the discount rate that equates the estimated future market value with a portfolio's current contract value. Crediting rates are reset quarterly. The wrap contracts provide a guarantee that the crediting rate will not fall below 0%. The average yield for the portfolio was 1.93% for the year ended December 31, 2015, and the portfolio reported a crediting interest rate of 1.17% at December 31, 2015. The average yield for the portfolio was 1.67% for the year ended December 31, 2014, and the portfolio reported a crediting interest rate of 1.07% at December 31, 2014.

Underlying debt securities for which quotations are readily available are valued at their most recent bid prices (sales prices if the principal market is an exchange) in the principal market in which such securities are normally traded, as determined by recognized dealers in such securities, or securities are valued on the basis of information provided by a pricing service.

NOTE 2 — Significant Accounting Policies, continued

Pricing services use valuation matrices that incorporate both dealer-supplied valuations and valuation models. If prices are not readily available or do not accurately reflect fair value for a security, or if a security's value has been materially affected by events occurring after the close of the exchange or market on which the security is principally traded, that security may be valued by another method that the trustee believes accurately reflects fair value. A security's valuation may differ depending on the method used for determining value. Price movements in future contracts and ADRs, market and trading trends, the bid/ask quotes of brokers, and off exchange institutional trading may be reviewed in the course of making a good faith determination of a security's fair value. Underlying short-term securities with remaining maturities of 60 days or less for which market quotations are not readily available are valued at original cost plus accrued interest or at amortized cost, both of which approximate current value. Investments in Underlying Commingled Pools and open-end investment companies are valued at their net asset value each business day.

In the normal course of business, the portfolio may enter into contracts that provide general indemnifications. The portfolio's maximum exposure under these arrangements is unknown as this would be dependent on future claims that may be made against the portfolio. The risk of material loss from such claims is considered remote. Certain events limit the ability of the plan to transact at contract value with the issuer. Such events include the following: (i) material plan amendments including partial or complete termination or merger of the plan with another plan; (ii) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA; (iii) changes to plan's prohibition on competing investment options; (iv) the closing of a plant, facility, or other business unit of the plan sponsor, or bankruptcy of the plan sponsor. The plan administrator does not believe that any events which would limit the plan's ability to transact at contract value with participants are probable of occurring.

The Guaranteed Investment Contracts do not permit the insurance companies to terminate the agreement prior to the scheduled maturity date.

Notes Receivable from Participants — Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

Use of Estimates — The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect the accompanying financial statements and disclosures. Actual results could differ from those estimates.

Payment of Benefits — Benefits are recorded when paid.

NOTE 2 — Significant Accounting Policies, continued

Recent Pronouncements — In May 2015, the Financial Accounting Standards Board issued Accounting Standards Update No. 2015-07, *Fair Value Measurement (Topic 820): Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)* ("ASU 2015-07"). ASU 2015-07 removes the requirement to include investments in the fair value hierarchy for which fair value is measured using the net asset value per share practical expedient under Accounting Standards Codification 820. ASU 2015-07 is effective for the Plan for years beginning after December 15, 2015 (non-public for years beginning after December 15, 2016) with early adoption permitted. Management is currently evaluating the impact of the pending adoption of ASU 2015-07 on the Plan's financial statements.

In July 2015, the FASB issued Accounting Standards Update No. 2015-12, *Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), and Health and Welfare Benefit Plans (Topic 965) - I. Fully Benefit-Responsive Investment Contracts; II. Plan Investment Disclosures, and III. Measurement Date Practical Expedient* ("ASU 2015-12"). Part I of the accounting standards update requires fully-benefit responsive investment contracts to be measured, presented, and disclosed only at contract value. Part II of this update requires that investments (both participant-directed and nonparticipant-directed investments) be grouped only by general type, eliminating the need to disaggregate the investments in multiple ways. Part II also eliminates the disclosure of individual investments that represent 5 percent or more of net assets available for benefits and the disclosure of net appreciation or depreciation for investments by general type, requiring only presentation of net appreciation (depreciation) in investments in the aggregate. Additionally, if an investment is measured using the net asset value per share (or its equivalent) practical expedient in Topic 820 and that investment is a fund that files a U.S. Department of Labor Form 5500, as a direct filing entity, disclosure of that investment's strategy is no longer required. Part III of the update permits plans to measure investments and investment-related accounts (e.g., a liability for a pending trade with a broker) as of a month-end date that is closest to the plan's fiscal year-end, when the fiscal period does not coincide with month-end. The amendments in ASU 2015-12 are effective for fiscal years beginning after December 15, 2015, with early application permitted. The amendments within Parts I and II require retrospective application; whereas, the amendments within Part III should be applied prospectively. Management is currently evaluating the impact of the pending adoption of ASU 2015-12 on the Plan's financial statements.

NOTE 3 — Information Prepared and Certified by Trustee (Unaudited)

The plan administrator has received from the trustee as of December 31, 2015 and 2014, and for the year ended December 31, 2015, certifications as to the accuracy and completeness of certain financial information and data. The data certified includes all investments and related investment activity reflected in the accompanying financial statements. The investment information disclosed herein was prepared from data certified by the trustee.

The fair value of investments that represent 5% or more of Net Assets Available for Benefits at both December 31, 2015 and 2014 are as follows:

	2015	2014
Fidelity Growth Company Fund – K Class	$ 5,313,017	$ —
Fidelity Growth Company Fund	—	5,133,464
Fidelity Spartan 500 Index Fund – Premium Class	3,072,542	3,318,520
Fidelity Managed Income Portfolio Fund	2,940,098	3,115,095
Fidelity Worldwide Fund	2,259,192	2,245,446
Fidelity Puritan Fund – K Class	2,110,682	—
Fidelity Low-Priced Stock Fund – K Class	2,073,278	—
Metropolitan West Total Return Bond Fund – Institutional Class	1,870,282	—
Fidelity Diversified International Fund – K Class	1,680,243	—
Fidelity Puritan Fund	—	2,096,606
Fidelity Low-Priced Stock Fund	—	2,090,826
Fidelity Diversified International Fund	—	1,841,950
PIMCO Total Return	—	1,830,109
Other investments less than 5% of total	11,306,336	11,817,301
Total investments	$32,625,670	$33,489,317

The table below reconciles the fair value and the contract value of the common collective trust fund:

	2015	2014
Common collective trust fund:		
Fidelity Managed Income Portfolio Fund at fair value	$2,940,098	$3,115,095
Adjustment from fair value to contract value	(19,942)	(45,532)
Fidelity Managed Income Portfolio Fund at contract value	$2,920,156	$3,069,563

NOTE 3 — Information Prepared and Certified by Trustee (Unaudited), continued

During the year ended December 31, 2015, the Plan's investments (including gains and losses on investments bought, sold, and held during the year) depreciated in value by $1,448,878 and the Plan's investment income totaled $463,664 as follows:

	2015
Interest and dividends on investments	$1,912,542
Net depreciation of shares of registered investment companies	(1,448,878)
Net investment income	$ 463,664

Investments, in general, are subject to various risks, including credit, interest, and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in values of investment securities will continue to occur, and such changes could continue to materially affect the amounts reported in the Statements of Net Assets Available for Benefits.

NOTE 4 — Fair Value of Financial Instruments

The plan follows accounting principles generally accepted in the United States of America for measuring, reporting, and disclosing fair value. These standards apply to all assets and liabilities that are measured, reported, and/or disclosed on a fair value basis.

As defined in the accounting standards, fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value hierarchy ranks the quality and reliability of the information used to determine fair values. Assets and liabilities measured, reported, and/or disclosed at fair value will be classified and disclosed in one of the following three categories:

Level 1 - Inputs to the valuation methodology are unadjusted quoted market prices for identical assets in active markets that the plan has the ability to access.

Level 2 - Observable market based inputs or unobservable inputs that are corroborated by market data. Inputs to the valuation methodology include:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 - Unobservable inputs that are unobservable and not corroborated by market data.

NOTE 4 — Fair Value of Financial Instruments, continued

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for the plan's assets measured at fair value. There have been no changes in the methodologies used at December 31, 2015 and 2014.

Shares of registered investment companies: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value ("NAV") and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded and therefore classified as Level 1.

Common/Collective Trust Fund: Valued at fair value except for Guaranteed Investment Contracts that are fully benefit responsive which are valued at contract value (see Note 2).

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The plan sponsor is responsible for the determination of fair value. Accordingly, they perform periodic analysis on the prices received from the pricing services used to determine whether the prices are reasonable estimates of fair value. As a result of these reviews, the plan sponsor has not historically adjusted the prices obtained from the pricing services.

NOTE 4 — Fair Value of Financial Instruments, continued

The following table sets forth by level, within the fair value hierarchy, the plan's assets at fair value as of December 31, 2015:

	Quoted Prices in Active Markets Level 1	Observable Inputs Level 2	Unobservable Inputs Level 3	Total
Shares of registered investment companies				
Large Cap	$11,486,717	$ -	$ -	$11,486,717
Mid Cap	4,679,928	-	-	4,679,928
Small Cap	1,063,572	-	-	1,063,572
International	3,978,694	-	-	3,978,694
Fixed income	1,991,352	-	-	1,991,352
Target date	6,485,309	-	-	6,485,309
Subtotal	29,685,572	-	-	29,685,572
Common collective trust fund	-	2,940,098	-	2,940,098
Total investments	$29,685,572	$ 2,940,098	$ -	$32,625,670

NOTE 4 — Fair Value of Financial Instruments, continued

The following table sets forth by level, within the fair value hierarchy, the plan's assets at fair value as of December 31, 2014:

	Quoted Prices in Active Markets Level 1	Observable Inputs Level 2	Unobservable Inputs Level 3	Total
Shares of registered investment companies				
Large Cap	$11,953,045	$ -	$ -	$11,953,045
Mid Cap	5,003,860	-	-	5,003,860
Small Cap	1,122,824	-	-	1,122,824
International	4,087,396	-	-	4,087,396
Fixed income	1,938,680	-	-	1,938,680
Target date	6,268,417	-	-	6,268,417
Subtotal	30,374,222	-	-	30,374,222
Common collective trust fund	-	3,115,095	-	3,115,095
Total investments	$30,374,222	$ 3,115,095	$ -	$33,489,317

NOTE 5 — Plan Termination

Although it has not expressed any intent to do so, Mattersight has the right to terminate the Plan with the approval of Mattersight's Board of Directors, subject to the provisions of ERISA in whole or in part at any time upon giving written notice to all parties concerned. In the event of Plan termination, each participant is 100% vested.

NOTE 6 — Parties in Interest

Certain Plan investments are shares of mutual funds managed by Fidelity. Fidelity is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Plan fees for the investment management services amounted to $42,456 for the year ended December 31, 2015.

NOTE 7 — Amount Owed to Participants Withdrawing from the Plan

There were no amounts included in Net Assets Available for Benefits at both December 31, 2015 and 2014 that were allocated to the accounts of persons who, as of or prior to that date, had withdrawn from participating in the earnings and operations of the plan.

NOTE 8 — Income Tax Status

The plan administrator received a favorable determination letter dated March 31, 2008 from the IRS regarding the qualified status of the Plan. The Plan has been amended since receiving the determination letter; however, the plan administrator believes that the Plan and related trust are currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, the plan administrator believes that the plan was qualified and the related trust was tax-exempt at the financial statement date (see Note 11).

Participants in the Plan are not subject to income taxes on salary reduction contributions or earnings thereon until they receive distributions from the plan.

U.S. generally accepted accounting principles require plan management to evaluate tax positions taken by the Plan. The financial statements effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2015 and 2014, there are no uncertain positions taken or expected to be taken, that would require recognition of a liability or disclosure in the financial statements. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

NOTE 9 — Reconciliation of Financial Statements to the Form 5500

The following is a reconciliation of Net Assets Available for Benefits as reported in the financial statements to the net assets as reported on the 2015 and 2014 Form 5500, Schedule H, Part I:

	December 31, 2015	December 31, 2014
Net assets available for benefits as reported in the financial statements	$ 32,886,861	$ 33,662,542
Adjustment to fair value from contract value for interest in common collective trust fund relating to fully benefit-responsive investment contracts	19,942	45,532
Net assets as reported on the Form 5500	$ 32,906,803	$ 33,708,074

NOTE 9 — Reconciliation of Financial Statements to the Form 5500, continued

The following is a reconciliation of changes in Net Assets Available for Benefits as reported in the 2015 financial statements to the net loss as reported on the Form 5500, Schedule H, Part II:

	December 31, 2015
Net decrease in net assets as reported in the financial statements	$ (775,681)
Adjustment to fair value from contract value for interest in common collective trust fund relating to fully benefit-investment contracts – at December 31, 2014	(45,532)
Adjustment to fair value from contract value for interest in common collective trust fund relating to fully benefit-investment contracts – at December 31, 2015	19,942
Net loss as reported on the Form 5500	$ (801,271)

Net Assets Available for Benefits are reported at contract value in the financial statements for fully benefit-responsive investments contracts and at fair value on the Form 5500.

NOTE 10 – Plan Compensation

In the course of the annual audit of the Plan for its 2013 plan year, a potential compliance issue was discovered related to the definition of compensation used to calculate employee contributions under the Plan. Specifically, the question involved whether or not the value of restricted stock or of a stock option granted to an employee should be considered eligible compensation for purposes of elective employee deferrals under the Plan to the extent that such value is includable in the employee's taxable income. As of June 1, 2015, the Plan Sponsor prospectively amended the Plan in such a manner as to make express that such compensation is not included in the definition of eligible compensation under the Plan. Furthermore, on May 21, 2015, the Employer submitted an application to the IRS under its Voluntary Correction Program requesting that the Plan be permitted to be retroactively amended to conform the Plan terms to the way the Plan was intended to be operated and in fact was actually operated and communicated to participants prior to June 1, 2015. On August 28, 2015, the IRS issued a compliance statement approving the application for retroactive amendment and the Plan was so amended as of September 8, 2015.

NOTE 11 – Subsequent Events

The plan was evaluated for subsequent events through October 6, 2016, which is the date that the financial statements were approved and available to be issued, for events requiring recording or disclosure in the plan's financial statements.

MATTERSIGHT CORPORATION 401(K) PLAN

Notes to Financial Statements

As of December 31, 2015 and 2014 and for the Year Ended December 31, 2015

NOTE 12 – Risks and Uncertainties

The Plan invests in various investment securities which are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statement of Net Assets Available for Benefits. Participants should refer to investment options and related risk materials provided by the trustee for more information.

SUPPLEMENTAL SCHEDULE

MATTERSIGHT CORPORATION 401(K) PLAN

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

December 31, 2015

Plan 001

EIN 36-4304577

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Market Value
	MUTUAL FUNDS:			
	Large Cap:			
*	Fidelity Management Trust Company	38,826 units of Fidelity Growth Company – K Class	**	$ 5,313,017
*	Fidelity Management Trust Company	42,793 units of Fidelity 500 Index Fund – Premium Class	**	3,072,542
	Victory Funds	62,556 units of Victory Diversified Stock Fund – Class A	**	1,137,890
	American Beacon	43,080 units of American Beacon Large-Cap Value	**	988,256
*	Fidelity Management Trust Company	24,400 units of Fidelity Dreyfus Fund	**	975,012
	Total			11,486,717
	Mid Cap			
*	Fidelity Management Trust Company	43,456 units of Fidelity Low-Priced Stock Fund – K Class	**	2,073,278
	Artisan	36,232 units of Artisan Mid-Cap Institutional Class	**	1,544,203
	JPMorgan	30,549 units of JP Morgan Mid-Cap Value	**	1,037,734
*	Fidelity Management Trust Company	492 units of Spartan Extended Market Index Fund – Advantage Class	**	24,713
	Total			4,679,928

MATTERSIGHT CORPORATION 401(K) PLAN

Schedule H, Line 4i - Schedule of Assets (Held at End of Year) Continued

December 31, 2015

Plan 001

EIN 36-4304577

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Market Value
	Small Cap			
	Jennison	27,112 units of Jennison Small Company Z	**	$ 609,472
	Wells Fargo	25,468 units of Wells Fargo Advantage Small-Cap Value A	**	454,100
	Total			1,063,572
	International			
*	Fidelity Management Trust Company	101,720 units of Fidelity Worldwide Fund	**	2,259,192
*	Fidelity Management Trust Company	48,021 units of Fidelity Diversified International Fund – K Class		1,680,243
*	Fidelity Management Trust Company	1,093 units of Spartan International Index Fund – Advantage Class	**	39,259
	Total			3,978,694
	Fixed Income			
	Metropolitan West	176,109 Metropolitan West Total Return Bond Fund – Institutional Class	**	1,870,282
	BlackRock	8,223 units of BlackRock Inflation-Protected Bond Fund	**	84,858
*	Fidelity Management Trust Company	3,152 Spartan U.S. Bond Index Fund – Fidelity Advantage Class	**	36,212
	Total			1,991,352

MATTERSIGHT CORPORATION 401(K) PLAN

Schedule H, Line 4i - Schedule of Assets (Held at End of Year) Continued

December 31, 2015

Plan 001

EIN 36-4304577

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	Target Date			
*	Fidelity Management Trust Company	103,923 units of Fidelity Puritan Fund – K Class	**	$ 2,110,682
*	Fidelity Management Trust Company	62,724 units of Fidelity Freedom 2035 – K Class	**	925,809
*	Fidelity Management Trust Company	59,253 units of Fidelity Freedom 2040 – K Class	**	876,353
*	Fidelity Management Trust Company	51,918 units of Fidelity Freedom 2050 – K Class	**	795,906
*	Fidelity Management Trust Company	29,256 units of Fidelity Freedom 2025 – K Class	**	412,510
*	Fidelity Management Trust Company	35,264 units of Fidelity Freedom 2055 – K Class	**	400,244
*	Fidelity Management Trust Company	21,469 units of Fidelity Freedom 2030 – K Class	**	307,645
*	Fidelity Management Trust Company	19,695 units of Fidelity Freedom 2045 – K Class	**	299,563
*	Fidelity Management Trust Company	16,765 units of Fidelity Freedom Income – K Class	**	190,448
*	Fidelity Management Trust Company	7,478 units of Fidelity Freedom 2010 – K Class	**	92,283
*	Fidelity Management Trust Company	3,033 units of Fidelity Freedom 2015 – K Class	**	38,823

MATTERSIGHT CORPORATION 401(K) PLAN

Schedule H, Line 4i - Schedule of Assets (Held at End of Year) Continued

December 31, 2015

Plan 001

EIN 36-4304577

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*	Fidelity Management Trust Company	2,330 units of Fidelity Freedom 2020 – K Class	**	$ 31,505
*	Fidelity Management Trust Company	322 units of Fidelity Freedom 2060 – K Class	**	3,176
*	Fidelity Management Trust Company	29 units of Fidelity Freedom 2005 – K Class	**	362
	Total			6,485,309
*	**NOTES RECEIVABLE FROM PARTICIPANTS**	6.00%	-0-	203,331
	COMMON COLLECTIVE TRUST-POOLED INVESTMENT FUND:			
*	Fidelity Managed Income Portfolio Fund	2,920,156 units of Fidelity Managed Income Portfolio Fund	**	2,940,098
	TOTAL			$32,829,001

*Represents a party-in-interest.
**Cost omitted for participant directed investments.

This schedule has been prepared based on information certified as complete and accurate by Fidelity Management Trust Company, the trustee.

MATTERSIGHT CORPORATION 401(K) PLAN

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

December 31, 2015

Plan 001

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MATTERSIGHT CORPORATION 401(K) PLAN

Schedule H, Line 4i - Schedule of Assets (Held at End of Year) Continued

December 31, 2015

Plan 001

EIN 36-4304577

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MATTERSIGHT CORPORATION 401(K) PLAN

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MATTERSIGHT CORPORATION 401(K) PLAN

Schedule H, Line 4i - Schedule of Assets (Held at End of Year) Continued

December 31, 2015

Plan 001

EIN 36-4304577

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	TOTAL			$32,829,001

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