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

SCHEDULE TO

(RULE 14D-100)

Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934
(Amendment No. 3)

MATTERSIGHT CORPORATION

(Name of Subject Company)

NICE ACQUISITION SUB, INC.
(Offeror)

A Wholly-Owned Subsidiary of

NICE SYSTEMS, INC.
(Offeror)

A Wholly-Owned Subsidiary of

NICE LTD.

(Offeror)

(Names of Filing Persons)

COMMON STOCK, PAR VALUE \$0.01 PER SHARE
7% SERIES B CONVERTIBLE PREFERRED STOCK, PAR VALUE \$0.01 PER SHARE
(Title of Class of Securities)

Common Stock: 577097108
(CUSIP Number of Class of Securities)

Tali Mirsky
General Counsel
NICE Ltd.
13 Zarchin Street, P.O. Box 690
Ra'anana 4310602
Israel
+972-9-7753522

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)

with copies to:
Kenneth Henderson, Esq.
James Attonito, Esq.
Taavi Annus, Esq.
Bryan Cave Leighton Paisner LLP
1290 Avenue of the Americas
New York, NY 10104

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
\$103,239,713.14	\$12,853.34

* Estimated for purposes of calculating the filing fee only. The transaction valuation was calculated by adding the sum of (i) 32,234,448 outstanding shares of common stock, par value \$0.01 per share (the "Common Shares"), of Mattersight Corporation, a Delaware corporation ("Mattersight" or the "Company"), which number includes all Common Shares subject to restricted stock awards of the

Company that have vested or are expected to vest, but excludes treasury shares, multiplied by the offer price of \$2.70 per Common Share, (ii) 1,637,786 outstanding shares of 7% Series B Convertible Preferred Stock, par value \$0.01 per share (the "Preferred Shares", and together with the Common Shares, the "Mattersight Shares"), of Mattersight, multiplied by the offer price of \$7.80 per Preferred Share plus \$3,422,972.74, representing the estimated accrued but unpaid dividends on the Preferred Shares, and (iii) 60,000 Common Shares issuable pursuant to outstanding Mattersight stock options with an exercise price less than the offer price of \$2.70 per Common Share, multiplied by \$0.15, which is the offer price of \$2.70 per Common Share minus the weighted average exercise price for such options of \$2.55 per Common Share. The calculation of the filing fee is based on information provided by Mattersight as of May 7, 2018.

** The filing fee was calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory No. 1 for Fiscal Year 2018, issued August 24, 2017, by multiplying the transaction valuation by 0.00012450.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$12,853.34

Filing Party: NICE Acquisition Sub, Inc., NICE Systems, Inc., and NICE Ltd.

Form or Registration No.: Schedule TO

Date Filed: May 10, 2018

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

This Amendment No. 3 (this “*Amendment*”) amends and supplements the Tender Offer Statement on Schedule TO filed by NICE Ltd. (“*NICE*”), a company organized under the laws of the State of Israel, NICE Systems, Inc. (“*Parent*”), a Delaware corporation and wholly-owned subsidiary of NICE, and NICE Acquisition Sub, Inc. (“*Purchaser*”), a Delaware corporation and wholly-owned subsidiary of Parent, with the U.S. Securities and Exchange Commission on May 10, 2018 (together with any subsequent amendments and supplements thereto, the “*Schedule TO*”). The Schedule TO relates to the tender offer by Purchaser for (i) all of the outstanding shares of common stock, par value \$0.01 per share (“*Common Shares*”), of Mattersight Corporation (“*Mattersight*” or the “*Company*”), a Delaware corporation, at a price of \$2.70 per share, net to the seller in cash, without interest thereon, and less any applicable withholding taxes, and (ii) all of the outstanding shares of 7% Series B Convertible Preferred Stock, par value \$0.01 per share (together with the Common Shares, the “*Mattersight Shares*”) of Mattersight, at a price of \$7.80 per share, plus accrued and unpaid dividends payable thereon, if any, net to the seller in cash, without interest thereon, and less any applicable withholding taxes, upon the terms and conditions set forth in the offer to purchase dated May 10, 2018 (the “*Offer to Purchase*”), a copy of which is attached as Exhibit (a)(1)(A), and in the related letter of transmittal, a copy of which is attached as Exhibit (a)(1)(B), which, as each may be amended or supplemented from time to time, collectively constitute the “*Offer*.”

All the information set forth in the Offer to Purchase, including Schedule I thereto, is incorporated by reference herein in response to Items 1 through 9 and Item 11 of the Schedule TO, and is supplemented by the information specifically provided in this Amendment.

Capitalized terms used but not defined in this Amendment shall have the meanings assigned to such terms in the Schedule TO.

Items 1, 4 and 11. *Summary Term Sheet; Terms of the Transaction; and Additional Information.*

Items 1, 4 and 11 of the Schedule TO are hereby amended and supplemented by adding the following paragraphs at the end thereof:

“On June 8, 2018, NICE, on behalf of Parent and Purchaser, announced an extension of the expiration of the Offer to one minute after 11:59 p.m., New York time, on Thursday, June 21, 2018, unless the Offer is further extended or earlier terminated in accordance with the Merger Agreement. The Offer, which was previously scheduled to expire at one minute after 11:59 p.m., New York time, on Thursday, June 7, 2018, was extended to allow additional time for the satisfaction of the conditions to the Offer.

The Depositary has advised NICE, Parent, and Purchaser that, as of 5:00 p.m., New York time, on Thursday, June 7, 2018, approximately (a) 29,357,139 Common Shares had been validly tendered in the Offer, and not validly withdrawn, and (b) 1,545,604 Preferred Shares had been validly tendered in the Offer, and not validly withdrawn, representing approximately 88.4% of Mattersight Shares outstanding on an as-converted to Common Shares basis. In addition, 614,281 Commons Shares and 28,143 Preferred Shares subject to notices of guaranteed delivery for which such shares underlying the notices of guaranteed delivery have not been delivered to the Depositary have been delivered.

The full text of the press release issued by NICE announcing the extension of the Offer is attached hereto as Exhibit (a)(1)(I) and is incorporated by reference herein.”

Item 11 of the Schedule TO is hereby amended and supplemented as follows:

The information set forth under “What are the conditions to the Offer?” on page 5 of the Summary Term Sheet is hereby amended by deleting the tenth bullet point of such subsection and replacing such bullet point with the following bullet point:

“• that Mattersight has obtained written consent to the Offer and the Merger from each third party set forth in the Company Disclosure Letter delivered by Mattersight to Parent and Purchaser on the date of the Merger Agreement, in each case in form and substance reasonably satisfactory to Parent and Purchaser, which condition was satisfied as of June 5, 2018.”

The information set forth in the tenth bullet point of Section 15 —“Conditions of the Offer” on page 56 of the Offer to Purchase is hereby amended by deleting such bullet point and replacing such bullet point with the following bullet point:

“• that Mattersight has obtained written consent to the Offer and the Merger from each third party set forth in the Company Disclosure Letter delivered by Mattersight to Parent and Purchaser on the date of the Merger Agreement, in each case in form and substance reasonably satisfactory to Parent and Purchaser, which condition was satisfied as of June 5, 2018.”

The information set forth in Section 16 —“Certain Legal Matters; Regulatory Approvals — Compliance with the HSR Act” on page 57 of the Offer to Purchase is hereby amended and supplemented by adding the following paragraph at the end of such subsection:

“On May 29, 2018, early termination of the applicable waiting period under the HSR Act was granted. Accordingly, the Regulatory Condition of the Offer has been satisfied.”

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit:

Exhibit No.	Description
(a)(1)(I)	Press Release issued by NICE Ltd., dated June 8, 2018.

Amendments to the Offer to Purchase and the Other Exhibits to the Schedule TO

All references to “one minute after 11:59 p.m., New York time, on June 7, 2018” in the Offer to Purchase (Exhibit (a)(1)(A) to the Schedule TO), Letter of Transmittal (Exhibit (a)(1)(B) to the Schedule TO), Notice of Guaranteed Delivery (Exhibit (a)(1)(C) to the Schedule TO), Letter to Brokers, Dealers, Commercial Banks, Trust Companies, and Other Nominees (Exhibit (a)(1)(D) to the Schedule TO) and Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees (Exhibit (a)(1)(E) to the Schedule TO) are hereby amended and replaced with “one minute after 11:59 p.m., New York time, on June 21, 2018”. The Offer to Purchase and Items 1 through 9 and 11 of the Schedule TO, to the extent such Items incorporate by reference the information contained in any of the foregoing exhibits, are hereby amended and supplemented to reflect the same.

SIGNATURES

After due inquiry and to the best of their knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: June 8, 2018

NICE ACQUISITION SUB, INC.

By: /s/ Jeff Levenberg
Name: Jeff Levenberg
Title: Secretary and Director

NICE SYSTEMS, INC.

By: /s/ Jeff Levenberg
Name: Jeff Levenberg
Title: Secretary and Director

NICE LTD.

By: /s/ Tali Mirsky
Name: Tali Mirsky
Title: Corporate VP, General Counsel and Corporate Secretary

EXHIBIT INDEX

Exhibit No.	Description
(a)(1)(A)	Offer to Purchase, dated May 10, 2018.*
(a)(1)(B)	Letter of Transmittal.*
(a)(1)(C)	Notice of Guaranteed Delivery.*
(a)(1)(D)	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(E)	Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(F)	Press Release issued by NICE Ltd., dated April 26, 2018 (incorporated by reference to Exhibit 99.1 to the Schedule TO filed by NICE Ltd. with the Securities and Exchange Commission on April 26, 2018).*
(a)(1)(H)	Summary Advertisement as published in The New York Times on May 10, 2018.*
(a)(1)(I)	Press Release issued by NICE Ltd., dated June 8, 2018.
(d)(1)	Agreement and Plan of Merger by and among NICE Systems, Inc., NICE Acquisition Sub, Inc., Mattersight Corporation, and, solely for purposes of Section 8.16 thereof, NICE Ltd., dated as of April 25, 2018 (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K filed by Mattersight Corporation with the Securities and Exchange Commission on April 26, 2018).*
(d)(2)	Non-Disclosure Agreement, dated February 8, 2018, by and between NICE Systems, Inc. and Mattersight Corporation.*
(d)(3)	Exclusivity Agreement, dated March 17, 2018, by and between Mattersight Corporation and NICE Ltd.*
(d)(4)	Form of Tender and Support Agreement, by and among NICE Systems, Inc., NICE Acquisition Sub, Inc. and certain directors, executive officers, and other stockholders of Mattersight Corporation, dated as of April 25, 2018 (incorporated by reference to Exhibit 99.2 to the Current Report on Form 8-K filed by Mattersight Corporation with the Securities and Exchange Commission on April 26, 2018).*
(d)(5)	Amendment to Employment Agreement, dated April 25, 2018, between Mattersight Corporation, NICE Systems, Inc. and David Gustafson (incorporated by reference to Exhibit 10.4 to the Current Report on Form 8-K filed by Mattersight Corporation with the Securities and Exchange Commission on April 26, 2018).*
(g)	None.
(h)	None.

* Previously filed.



NICE Extends Tender Offer for all Outstanding Shares of Mattersight Corporation

Hoboken, New Jersey June 8, 2018 – NICE (NASDAQ: NICE) today announced that it has, together with its wholly owned subsidiaries, NICE Systems, Inc. and Nice Acquisition Sub, Inc., extended the expiration of its tender offer to acquire all of the outstanding shares of Mattersight Corporation’s (“Mattersight”) (NASDAQ:MATR) common stock and 7% Series B Convertible Preferred Stock. The tender offer is being extended to allow additional time for the satisfaction of the conditions to the offer. The parties have not yet received the clearance of the Committee on Foreign Investment in the United States (CFIUS), which is a condition to the offer. All other approvals and clearances from regulatory authorities and third parties that are conditions to the offer have been obtained.

The tender offer is now scheduled to expire one minute after 11:59 p.m., New York time, on Thursday, June 21, 2018, unless it is further extended or earlier terminated in accordance with the merger agreement NICE and Mattersight announced on April 26, 2018. The tender offer was previously scheduled to expire at one minute after 11:59 p.m., New York time, on Thursday, June 7, 2018. All other terms and conditions of the tender offer remain unchanged.

Continental Stock Transfer & Trust Company, the depositary and paying agent for the tender offer, has advised NICE that as of 5:00 p.m., New York time, on Thursday, June 7, 2018, 29,357,139 shares of common stock and 1,545,604 shares of preferred stock had been validly tendered in the offer, and not validly withdrawn, representing approximately 88.4% of the outstanding Mattersight capital stock on an as-converted to common stock basis. In addition, notices of guaranteed delivery have been received with respect to 614,281 shares of common stock and 28,143 shares of preferred stock for which shares have not yet been delivered to the depositary. Stockholders who have already tendered their shares do not have to re-tender their shares or take any other action as a result of the extension of the expiration of the tender offer.

About NICE

NICE (Nasdaq:NICE) is the world’s leading provider of both cloud and on-premises enterprise software solutions that empower organizations to make smarter decisions based on advanced analytics of structured and unstructured data. NICE helps organizations of all sizes deliver better customer service, ensure compliance, combat fraud and safeguard citizens. Over 25,000 organizations in more than 150 countries, including over 85 of the Fortune 100 companies, are using NICE solutions. www.nice.com.

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Additional Information and Notice to Investors

*This communication is for informational purposes only and does not constitute an offer to purchase nor a solicitation of an offer to sell any securities of Mattersight. NICE Ltd. and its wholly-owned subsidiaries, NICE Systems, Inc. and NICE Acquisition Sub, Inc. have filed with the SEC a tender offer statement on Schedule TO and related exhibits, including an offer to purchase, letter of transmittal, and other documents related to the tender offer. In addition, Mattersight has filed with the SEC a tender offer solicitation/recommendation statement on Schedule 14D-9 with respect to the tender offer. These documents contain important information, including the terms and conditions of the tender offer. **Investors and security holders are urged to read each of these documents and any amendments to these documents carefully prior to making any decisions with respect to the tender offer.** Investors and security holders may obtain free copies of these materials and other documents filed with the SEC through the web site maintained by the SEC at www.sec.gov. Copies of the documents filed by NICE Ltd., NICE Systems, Inc. and NICE Acquisition Sub, Inc. with the SEC will also be available free of charge on the Investor Relations section of our website at www.nice.com and copies of the documents filed by Mattersight with the SEC are available free of charge on Mattersight's website at www.Mattersight.com.*
