

Cogint, Inc.
Form 4
November 08, 2016

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
DELL JEFFREY ALAN

(Last) (First) (Middle)

C/O COGINT, INC., 2650 N. MILITARY TRAIL, SUITE 300

(Street)

BOCA RATON, FL 33431

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Cogint, Inc. [COGT]

3. Date of Earliest Transaction (Month/Day/Year)
11/07/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

Chief Information Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	11/07/2016		P	2,000 A \$ 3.2	11,427	D	
Common Stock ⁽¹⁾					15,000	D	
Common Stock ⁽²⁾					20,000	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DELL JEFFREY ALAN C/O COGINT, INC. 2650 N. MILITARY TRAIL, SUITE 300 BOCA RATON, FL 33431			Chief Information Officer	

Signatures

/s/ Jeffrey A. Dell 11/08/2016

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents restricted stock units ("RSUs"), convertible into common stock of the issuer on a one-for-one basis. The restricted stock units vest annually in three equal installments of 5,000 shares annually on August 22, 2017, August 22, 2018 and August 22, 2019, subject to accelerated vesting under certain conditions.
- On November 16, 2015, the reporting person received a grant, subject to stockholder approval, of 20,000 RSUs, convertible into common stock of the issuer on a one-for-one basis. Stockholder approval was obtained on June 1, 2016. The RSUs vest in three equal annual installments beginning November 16, 2016 (the "Time Conditions") provided, however, that no tranche of RSUs will vest until it is determined that Cogint, Inc. has exceeded certain revenue targets and achieved positive EBITDA in any one fiscal year during the vesting period (the "Performance Conditions"). Upon a determination that Cogint, Inc. has exceeded the Performance Conditions, any RSUs that would have otherwise vested in accordance with the Time Conditions will vest at the time of such determination. Any subsequent tranches will vest in accordance with the Time Conditions.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.