

Cogint, Inc.
Form 3
July 10, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|--|---|---|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Reilly James Patrick</p> <p>(Last) (First) (Middle)</p> <p>C/O COGINT, INC.,Â 2650 NORTH MILITARY TRAIL, SUITE 300</p> <p>(Street)</p> <p>BOCA RATON,Â FLÂ 33431</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>07/01/2017</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Cogint, Inc. [COGT]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> <p>President</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|---|--|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 292,079 | D | Â |
| Common Stock <u>(1)</u> | 41,666 | D | Â |
| Common Stock <u>(2)</u> | 333,333 | D | Â |

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

SEC 1473 (7-02)

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

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| Reilly James Patrick C/O COGINT, INC. 2650 NORTH MILITARY TRAIL, SUITE 300 BOCA RATON, FL 33431 | Â | Â | Â President | Â |

Signatures

/s/ James P.
Reilly

07/10/2017

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 on March 21, 2018, subject to accelerated vesting under certain conditions.

On November 16, 2015, the reporting person received a grant, subject to stockholder approval which was obtained June 1, 2016, of 500,000 RSUs, convertible into common stock of the issuer on a one-for-one basis. 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"). Cogint, Inc. determined the Performance Conditions were met effective March 14, 2017 and 166,667 RSUs vested. The two subsequent tranches vest approximately equally on November 16, 2017 and November 16, 2018, subject to accelerated vesting in certain 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.