

Dubner Derek  
 Form 4  
 December 15, 2017

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
 Dubner Derek

(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)  
 12/14/2017

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 Executive 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 12/14/2017                           |  | P                              |   | 1,000   | A  | \$ 3.73                           |
| Common Stock                    |                                      |  |                                |   |   |  | 589,513 <sup>(1)</sup>            |
| Common Stock                    |                                      |  |                                |   |   |  | 58,333 <sup>(2)</sup>             |
| Common Stock                    |                                      |  |                                |   |   |  | 333,333 <sup>(3)</sup>            |
| Common Stock                    |                                      |  |                                |   |   |  | 83,333 <sup>(4)</sup>             |
| Common Stock                    |                                      |  |                                |   |   |  | 150,000 <sup>(5)</sup>            |

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

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(9-02)

**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 (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| Dubner Derek<br>C/O COGINT, INC.,<br>2650 N. MILITARY TRAIL, SUITE 300<br>BOCA RATON, FL 33431 | X             |           | Chief Executive Officer |       |

## Signatures

/s/ Derek  
Dubner 12/15/2017

\*\*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) Includes 90,700 shares which are subject to certain lock-up restrictions. The lock-up restrictions cease upon a change of control.
- (2) Represents RSUs, convertible into common stock of the issuer on a one-for-one basis. The RSUs vest on March 21, 2018, subject to accelerated vesting under certain conditions.
- (3) Represents RSUs, convertible into common stock of the issuer on a one-for-one basis. The RSUs vest 50% on November 16, 2017 and November 16, 2018, subject to accelerated vesting under certain conditions.
- (4)

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Represents RSUs, convertible into common stock of the issuer on a one-for-one basis. The RSUs vest 50% on June 1, 2018 and June 1, 2019, subject to accelerated vesting under certain conditions.

- Represents shares of restricted stock which vest in equal annual installments on September 1, 2018 and September 1, 2019, and are
- (5) subject to certain lock-up restrictions, with the Reporting Person able to sell the shares to pay any tax obligation in connection with the issuance. The lock-up restrictions cease upon a change of control.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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