

Cogint, Inc.
Form 4
April 17, 2017

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 *
Rubin Steven D

(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)
04/13/2017

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)

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 or Price			
Common Stock <u>(1)</u> <u>(2)</u>	04/13/2017		A		20,000	\$ 0 <u>(1)</u> 20,000 <u>(1)</u>	D	
Common Stock <u>(2)</u> <u>(3)</u>	04/13/2017		A		5,000	\$ 0 <u>(3)</u> 5,000 <u>(3)</u>	D	
Common Stock <u>(4)</u> <u>(5)</u> <u>(6)</u>						100,000 <u>(4)</u> <u>(5)</u>	D	
Common Stock						213,255	D	
Common Stock <u>(7)</u>						25,000	D	

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- On November 16, 2015, the reporting person received a grant, subject to stockholder approval which was obtained June 1, 2016, of 100,000 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. As such, the subsequent tranches vest equally on November 16, 2017 and November 16, 2018.
- (4) The RSUs will immediately vest upon (i) a Change of Control, or (ii) the reporting person's death or disability.
 - (6) The reporting person has elected to defer delivery of any vested RSUs until the reporting person's separation of service from the Company or death or disability.
 - (7) 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.

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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