

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 *
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)
11/04/2016

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 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 11/07/2016 | | P | 3,000 | A \$ 3.6552 (1) | 51,846 | D |
| Common Stock (2) | 11/04/2016 | | M | 400,000 | A \$ 0 | 451,846 | D |
| Common Stock (3) | 11/04/2016 | | F(3) | 160,000 | D \$ 2.95 (3) | 291,846 | D |
| Common Stock (4) (5) | | | | | | 500,000 (4) (5) | D |
| | | | | | | 116,666 | D |

Common
Stock ⁽⁶⁾

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units ⁽²⁾ | \$ 0 ⁽⁷⁾ | 11/04/2016 | | M | 400,000 | ⁽²⁾ | ⁽²⁾ | Common Stock | 400,000 |

Reporting Owners

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

Signatures

/s/ Derek Dubner
11/08/2016
Date

**Signature of Reporting Person

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) The shares were purchased in multiple transactions at prices ranging from \$3.282 to \$3.7943, with a weighted average price per share of \$3.6552. The reporting person undertakes to provide Cogint, Inc., any security holder of Cogint, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price with the ranges set forth in this footnote.

(2)

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Represents the vesting and delivery of 400,000 shares of common stock underlying restricted stock units originally granted to the reporting person on September 30, 2014.

- (3) Represents the payment of a tax liability by the withholding of 160,000 shares of common stock upon vesting of the restricted stock units and delivery of the underlying shares.

On November 16, 2015, the reporting person received a grant, subject to stockholder approval, of 500,000 restricted stock units ("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

- (4) 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.

- (5) The RSUs will immediately vest upon (i) a Change of Control, (ii) a termination of the reporting person's employment without cause, (iii) by the reporting person for Good Reason, or (iv) the reporting person's death or disability.

Represents restricted stock units, convertible into common stock of the issuer on a one-for-one basis. The 116,666 remaining restricted

- (6) stock units vest annually in two equal installments on March 21, 2017 and March 21, 2018, subject to accelerated vesting in certain conditions.

- (7) Each restricted stock unit represents the right to receive one share of common stock.

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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