

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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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 *
Fried Robert N

(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		15,000	A \$ 0 <u>(1)</u>	15,000 <u>(1)</u>	D	
Common Stock							360,672	D	
Common Stock <u>(3)</u> <u>(4)</u>							13,333	D	
Common Stock <u>(5)</u>							16,666	D	

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. 5)
				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
Fried Robert N C/O COGINT, INC., 2650 N. MILITARY TRAIL, SUITE 300 BOCA RATON, FL 33431		X		

Signatures

/s/ Robert N.
Fried
04/17/2017

**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) On April 13, 2017, the reporting person received a grant of 15,000 restricted stock units ("RSUs"), convertible into common stock of the issuer on a one-for-one basis. The RSUs vest in three approximately equal installments on June 1, 2017, 2018 and 2019, subject to accelerated vesting under certain conditions.
- (2) Within 30 days of the effective grant date, the reporting person may elect to defer delivery of any vested RSUs until a later date.
- (3) On November 16, 2015, the reporting person received a grant, subject to stockholder approval which was obtained June 1, 2016, of 20,000 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

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"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.
- (5) 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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