

Brauser Michael
Form 4
November 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 *
Brauser Michael

2. Issuer Name and Ticker or Trading Symbol
Cogint, Inc. [COGT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O COGINT, INC., 2650 NORTH MILITARY TRAIL, SUITE 300

3. Date of Earliest Transaction (Month/Day/Year)
11/10/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Chairman

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

BOCA RATON, FL 33431

(City) (State) (Zip)

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	11/10/2017		P		700	A	\$ 4.34 <u>(1)</u>	2,150,345	I	See footnote <u>(2)</u>
Common Stock	11/16/2017		P		3,000	A	\$ 3.99 <u>(3)</u>	2,153,345	I	See footnote <u>(2)</u>
Common Stock								5,100	I	See Footnote <u>(4)</u>
Common Stock								329,235	D	

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Common Stock <u>(5)</u>	83,333 <u>(5)</u>	D	
Common Stock	1,373,646	I	See footnote <u>(6)</u>
Common Stock	8,130	I	See footnote. <u>(7)</u>
Common Stock <u>(8)</u>	58,332 <u>(8)</u>	D	
Common Stock <u>(9)</u>	1,000,000 <u>(9)</u>	I	See footnote. <u>(7)</u>
Common Stock <u>(10)</u> <u>(11)</u>	5,000,000 <u>(10)</u> <u>(11)</u>	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 Owned Following Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brauser Michael C/O COGINT, INC.	X		Executive Chairman	

2650 NORTH MILITARY TRAIL, SUITE 300
BOCA RATON, FL 33431

Signatures

/s/ Michael

Brauser

11/17/2017

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) The shares were purchased in multiple transactions at prices ranging from \$4.28 to \$4.50, with a weighted average price per share of \$4.34. 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) Shares held by Grander Holdings, Inc. 401K Profit Sharing Plan of which Mr. Brauser is trustee.
- (3) The shares were purchased in multiple transactions at prices ranging from \$3.98 to \$3.99, with a weighted average price per share of \$3.99. 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.
- (4) Held by Betsy and Michael Brauser Charitable Family Foundation, Inc., of which Mr. Brauser is a director.
- (5) Represents RSUs, convertible into common stock of the issuer on a one-for-one basis. The RSUs vest in approximate equal installments on June 1, 2018 and 2019, subject to accelerated vesting under certain circumstances.
- (6) Shares held by Birchtree Capital, LLC, of which Mr. Brauser is the manager.
- (7) Represents pro-rata ownership of securities held by entities over which the reporting person exercises investment control.
- (8) 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.
- (9) Represents RSUs, convertible into common stock of the issuer on a one-for-one basis. The RSUs vest annually in four equal installments from October 13, 2015 through October 13, 2018 subject to achievement of certain performance milestones by the issuer and accelerated vesting under certain conditions.
- (10) On November 16, 2015, the reporting person received a grant, subject to stockholder approval which was obtained June 1, 2016, of 5,000,000 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.
- (11) 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. 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.

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.