

Brauser Michael
Form 4
February 14, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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

(Last) (First) (Middle)

C/O COGINT, INC., 2650 NORTH 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)
02/13/2018

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 | (A) or (D) | Price |
| | | | | | | | \$ |
| Common Stock | 02/13/2018 | | P | | 20,000 | A | 2.85 <u>(1)</u> |
| Common Stock | | | | | | | 2,190,345 |
| Common Stock | | | | | | | 2,828,235 |
| Common Stock | | | | | | | 18,137 |
| Common Stock <u>(4)</u> | | | | | | | 83,333 <u>(4)</u> |
| | | | | | | | 1,373,646 |

See footnote (2)

See Footnote (3)

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| | | | | | | |
|--|-------------------------------------|--|---|--|--|--------------------------|
| Common Stock | | | | | | See footnote <u>(5)</u> |
| Common Stock | 8,130 | | I | | | See footnote. <u>(6)</u> |
| Common Stock <u>(7)</u> | 58,332 <u>(7)</u> | | D | | | |
| Common Stock <u>(8)</u> | 1,000,000 <u>(8)</u> | | I | | | See footnote. <u>(6)</u> |
| Common Stock <u>(9)</u> <u>(10)</u> | 2,500,000 <u>(9)</u> <u>(10)</u> | | D | | | |

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

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SEC 1474
(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. 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

Brauser Michael
C/O COGINT, INC.
2650 NORTH MILITARY TRAIL, SUITE 300
BOCA RATON, FL 33431

X

Signatures

/s/ Michael

Brauser

02/14/2018

__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 \$2.75 to \$3.15, with a weighted average price per share of \$2.85. 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) Held by Betsy and Michael Brauser Charitable Family Foundation, Inc., of which Mr. Brauser is a director.
- (4) 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.
- (5) Shares held by Birchtree Capital, LLC, of which Mr. Brauser is the manager.
- (6) Represents pro-rata ownership of securities held by entities over which the reporting person exercises investment control.
- (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.
- (8) 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.
- (9) 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 four 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, 2018 and November 16, 2019.
- (10) The RSUs will immediately vest upon (i) a Change of Control, or (ii) the reporting person's 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.

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