

Dubner Derek
Form 4
October 17, 2017

FORM 4

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

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

OMB APPROVAL

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(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)
09/07/2017

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)

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	09/07/2017		A ⁽¹⁾	V Amount (A) or (D) Price 150,000 A \$ 0 (1)	647,813	D	
Common Stock	09/11/2017		S ⁽²⁾	15,200 (2) D \$ 5.25 (2)	632,613	D	
Common Stock	09/12/2017		S ⁽³⁾	30,000 (3) D \$ 4.83 (3)	602,613	D	
Common Stock	09/13/2017		S ⁽⁴⁾	14,100 (4) D \$ 4.7 (4)	588,513	D	
					58,333 ⁽⁵⁾	D	

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Common
Stock

Common
Stock 333,333 ⁽⁶⁾ D

Common
Stock 83,333 ⁽⁷⁾ 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 Following Reported Transaction (Instr. 10)
				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
Dubner Derek C/O COGINT, INC., 2650 N. MILITARY TRAIL, SUITE 300 BOCA RATON, FL 33431	X Chief Executive Officer

Signatures

/s/ Derek
Dubner 10/17/2017

__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).

On September 7, 2017, the Reporting Person received a grant of 300,000 shares of restricted stock. The shares vest 50% on the date of issuance, 25% on September 1, 2018 and 25% on September 1, 2019, and are subject to certain lock-up restrictions, with 100,000 shares

- (1) subject to lock-up until September 1, 2018, 100,000 shares subject to lock-up until September 1, 2019 and 100,000 shares subject to lock-up until September 1, 2020, with the Reporting Person able to sell the shares to pay any tax obligation in connection with the issuance. The lock-up restrictions cease upon a change of control.

Represents the sale of 15,200 shares with a weighted average sales price of \$5.25 per share sold by the Reporting Person to cover tax withholding obligations in connection with the equity grant reported on this Form 4. This sale is authorized by the Issuer's election under its 2015 Stock Equity Plan to require the satisfaction of tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary trade by the Reporting Person. 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 sold at each separate price with the ranges set forth in this footnote.

- (2)

Represents the sale of 30,000 shares with a weighted average sales price of \$4.83 per share sold by the Reporting Person to cover tax withholding obligations in connection with the equity grant reported on this Form 4. This sale is authorized by the Issuer's election under its 2015 Stock Equity Plan to require the satisfaction of tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary trade by the Reporting Person. 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 sold at each separate price with the ranges set forth in this footnote.

- (3)

Represents the sale of 14,100 shares with a weighted average sales price of \$4.70 per share sold by the Reporting Person to cover tax withholding obligations in connection with the equity grant reported on this Form 4. This sale is authorized by the Issuer's election under its 2015 Stock Equity Plan to require the satisfaction of tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary trade by the Reporting Person. 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 sold at each separate price with the ranges set forth in this footnote.

- (4)

- (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.

- (6) Represents RSUs, convertible into common stock of the issuer on a one-for-one basis. The RSUs vest 50% on November 16, 2017 and November 16, 2018, subject to accelerated vesting under certain conditions.

- (7) Represents RSUs, convertible into common stock of the issuer on a one-for-one basis. The RSUs vest 50% on June 1, 2018 and June 1, 2019, 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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