

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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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 *
Swayman Robert

(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)
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 Indirect Ownership (Instr. 4) | | | |
|------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|-------------------|---|--|
| Common Stock <u>(1)</u> <u>(2)</u> | 04/13/2017 | | A | V | 15,000 | A | \$ 0 <u>(1)</u> | 15,000 <u>(1)</u> | D | |
| Common Stock <u>(2)</u> <u>(3)</u> | 04/13/2017 | | A | | 5,000 | A | \$ 0 <u>(3)</u> | 5,000 <u>(3)</u> | D | |
| Common Stock | | | | | 60,000 | | | | I | Held by Family Trust in which the reporting person is a Co-Trustee |
| Common | | | | | 5,000 | | | | D | |

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 April 13, 2017, the reporting person received a grant of 5,000 RSUS, convertible into common stock of the issuer on a one-for-one basis. The RSUs vest on June 1, 2017, subject to accelerated vesting under certain conditions.
- (4) On November 16, 2015, the reporting person received a grant, subject to stockholder approval which was obtained June 1, 2016, of 5,000 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.
- (5) The RSUs will immediately vest upon (i) a Change of Control, or (ii) the reporting person's death or disability.
- (6) 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.
- (7) Represents RSUs convertible into common stock of the issuer on a one-for-one basis. The RSUs vest in two approximately equal installments on June 16, 2017 and 2018, subject to accelerated vesting under certain conditions.
- (8) Represents pro rata ownership of securities of the issuer held by a limited liability company over which the reporting person exercises investment control.

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.