

Reilly James Patrick
Form 4
October 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 *
Reilly James Patrick

(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)
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)
President

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 \$0 (1) | 458,746 | D | |
| Common Stock | 09/11/2017 | | S ⁽²⁾ | V Amount \$5.25 (2) | 443,946 | D | |
| Common Stock | 09/12/2017 | | S ⁽³⁾ | V Amount \$4.86 (3) | 393,946 | D | |
| Common Stock | 09/13/2017 | | S ⁽⁴⁾ | V Amount \$4.7 (4) | 379,946 | D | |
| | | | | | 41,667 ⁽⁵⁾ | D | |

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Common
Stock

Common
Stock 333,333 (6) 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 Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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

Reilly James Patrick
C/O COGINT, INC.
2650 NORTH MILITARY TRAIL, SUITE 300
BOCA RATON, FL 33431

President

Signatures

/s/ James Patrick
Reilly 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).

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- (1) Represents the acceleration of vesting and delivery of 166,667 shares underlying a grant of 500,000 RSUs originally granted to the reporting person on November 16, 2015.

Represents the sale of 14,800 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 acceleration of 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 50,000 shares with a weighted average sales price of \$4.86 per share sold by the Reporting Person to cover tax withholding obligations in connection with the acceleration of 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 14,000 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 acceleration of 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) 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.
- (5) Represents RSUs, convertible into common stock of the issuer on a one-for-one basis. The RSUs vest on November 16, 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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