Conlin Matthew Form 4 March 29, 2018

# FORM 4

Check this box

Form 4 or

obligations

may continue.

See Instruction

Form 5

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

#### if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16.

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Conlin Matthew

> (First) (Middle)

C/O COGINT, INC., 33 WHITEHALL STREET, 15TH **FLOOR** 

NEW YORK, NY 10004

(Street)

2. Issuer Name and Ticker or Trading Symbol

Cogint, Inc. [COGT]

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

03/20/2018

4. If Amendment, Date Original

Filed(Month/Day/Year)

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_X\_\_ 10% Owner \_X\_\_ Director \_ Other (specify X\_ Officer (give title below)

President

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(City)	(State)	(Zip) Tab	le I - Non-	Derivative S	Securi	ties Acq	uired, Disposed o	of, or Benefici	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	03/29/2018		P	26,900	A	2.51 (1)	4,437,980	D	
Common Stock	03/28/2018		P	13,100	A	\$ 2.6 (2)	4,411,080	D	
Common Stock (3)	03/27/2018		A	480,000	A	\$ 0 (3)	480,000 (3)	D	
Common Stock (4)	03/20/2018		A	80,000	A	\$ 0 (4)	80,000 (4)	D	
							50.000 (5) (6)	D	

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Common Stock (5) (6)  Common Stock (6) (7) (8)	550,000 <u>(6)</u> <u>(7)</u> <u>(8)</u>	D		
Common Stock	2,000,000	I	Held by RSMC Partners, LLC of which the reporting person is a member.	
Common Stock	1,077,040	I	Held by GRAT in which reporting person is Sole Trustee	
Common Stock	20,000	I	Held by Conlin Family Foundation Trust in which the Reporting Person serves as co-trustee.	
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.  Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.				

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative				Securities	3	(Instr. 3 and 4)		Own
	Security				Acquired				Follo
					(A) or				Repo
					Disposed				Trans
					of (D)				(Instr
					(Instr. 3,				

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4, and 5)

Amount Expiration Title Number Exercisable of Code V (A) (D) Shares

# **Reporting Owners**

Relationships Reporting Owner Name / Address 10% Owner Officer Other Director Conlin Matthew C/O COGINT, INC. X X President 33 WHITEHALL STREET, 15TH FLOOR NEW YORK, NY 10004

# **Signatures**

/s/ Matthew 03/29/2018 Conlin \*\*Signature of Date

Reporting Person

# **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).
- Represents the average purchase of the acquired shares. The highest price at which a purchase was made is \$2.53; the lowest price at **(1)** which a purchase was made is \$2.45
- Represents the average purchase of the acquired shares. The highest price at which a purchase was made is \$2.63; the lowest price at **(2)** which a purchase was made is \$2.58
- On March 27, 2018, the Reporting Person received a grant of 480,000 deferred stock units under the Issuer's Stock Incentive Plan, which (3) vest immediately but with delivery of the underlying shares in three annual installments commencing on March 27, 2019, which delivery may be ended if the Reporting Person is terminated for cause.
- On March 20, 2018, the Reporting Person received a grant of 80,000 restricted stock units ("RSUs") under the Issuer's 2015 Stock Incentive Plan. The RSUs will vest in three equal annual installments, beginning on March 1, 2019.
- On April 13, 2017, the Reporting Person received a grant of 50,000 RSUs, convertible into common stock of the Issuer on a one-for-one (5) basis. The RSUs vest in three approximately equal installments on February 1, 2018, 2019 and 2020, subject to accelerated vesting under certain conditions.
- 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.
- On December 8, 2015, the Reporting Person received a grant, subject to stockholder approval, of 550,000 RSUs, convertible into common stock of the Issuer on a one-for-one basis. Stockholder approval was obtained on June 1, 2016. The RSUs are subject to vesting over a three-year period of 30% on January 1, 2017, 30% on January 1, 2018 and 40% on January 1, 2019 (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. Any subsequent tranches will vest in accordance with the Time Conditions.
- (8) 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. 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.

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