Reilly James Patrick 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

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction

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
Reilly James Patrick

(First)

C/O COGINT, INC., 2650 NORTH

(Street)

MILITARY TRAIL, SUITE 300

(Middle)

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

**OMB** 

Number:

Expires:

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Estimated average

burden hours per

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

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

Person

### BOCA RATON, FL 33431

(City)	(State)	(Zip) Table	e I - Non-D	erivative Se	curiti	es Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	09/07/2017		Code V A(1)	Amount 166,667	or (D)	Price \$ 0 (1)	Transaction(s) (Instr. 3 and 4) 458,746	D	
Common Stock	09/11/2017		S(2)	14,800 (2)	D	\$ 5.25 (2)	443,946	D	
Common Stock	09/12/2017		S(3)	50,000 (3)	D	\$ 4.86 (3)	393,946	D	
Common Stock	09/13/2017		S <u>(4)</u>	14,000 (4)	D	\$ 4.7 (4)	379,946	D	
							41,667 (5)	D	

Common Stock

Common 333,333 <u>(6)</u> D

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.

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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

1	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. Transact Code (Instr. 8)	5. dorNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Tit Amou Under Secur (Instr	unt of rlying	8. Price of Derivative Security (Instr. 5)
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

## **Reporting Owners**

Reporting Owner Name / Address		Keiationsinps					
	Director	10% Owner	Officer	Other			

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

President

Deletionships

## **Signatures**

/s/ James Patrick Reilly 10/17/2017

\*\*Signature of Reporting Date
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).

Reporting Owners 2

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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.
- 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.
- 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.
- (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 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. 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.