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## 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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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	OMB Number:	3235-0287									
	Estimated average but	rden									

1. Name and Address of Reporting Ferson		n*	2. Issuer Name <b>and</b> Ticker or Trading Symbol Cogint, Inc. [ COGT ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Brauser Mich	<u>aei</u>			X	Director	10% Owner			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	X	Officer (give title below)	Other (specify below)			
C/O COGINT, II	NC.		12/09/2016		Executive Chair	man			
2650 NORTH M	ILITARY TRAIL	, SUITE 300							
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	idual or Joint/Group Filing (	Check Applicable			
BOCA RATON	FL	33431		X	Form filed by One Report	ting Person			
	(2) ( )	· · · ·			Form filed by More than ( Person	One Reporting			
(City)	(State)	(Zip)	1						

## 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 Disposed Of 5)	Acquired f (D) (Insti	d (A) or r. 3, 4 and	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)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150. 4)
Common Stock	12/09/2016		Р		1,000	A	\$3.35	2,121,145	Ι	See footnote <sup>(1)</sup>
Common Stock	12/12/2016		Р		2,500	A	\$3.46(2)	2,123,645	Ι	See footnote <sup>(1)</sup>
Common Stock								194,384	D	
Common Stock								1,373,646	I	See footnote <sup>(3)</sup>
Common Stock								8,130	I	See footnote. <sup>(4)</sup>
Common Stock <sup>(5)</sup>								116,666	D	
Common Stock <sup>(6)</sup>								1,000,000	I	See footnote. <sup>(4)</sup>
Common Stock <sup>(7)(8)(9)</sup>								5,000,000 <sup>(7)(8)</sup>	D	

 

 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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code ( 8)		of Deriv Secu Acqu	Derivative (Month/Day/Year) Securities Acquired		7. Title and Amount of Securities Underlying Derivative		unt of Derivative strites Security erlying (Instr. 5) vative urity (Instr. 3	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
	Security					(A) or Disposed of (D) (Instr. 3, 4 and 5)				Security (Instr. 3 and 4)					
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Shares held by Grander Holdings, Inc. 401K Profit Sharing Plan of which Mr. Brauser is trustee.

2. The shares were purchased in multiple transactions at prices ranging from \$3.445 to \$3.50, with a weighted average price per share of \$3.46. 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 purchased at each separate price with the ranges set forth in this footnote.

3. Shares held by Birchtree Capital, LLC, of which Mr. Brauser is the manager.

4. Represents pro-rata ownership of securities held by entities over which the reporting person exercises investment control.

5. Represents restricted stock units, convertible into common stock of the issuer on a one-for-one basis. The restricted stock units vest in equal installments of 58,333 shares on each of March 21, 2017 and 2018, subject to accelerated vesting under certain conditions.

6. Represents restricted stock units, convertible into common stock of the issuer on a one-for-one basis. The restricted stock units vest annually in four equal installments from October 13, 2015 through October 13, 2018 subject to achievement of certain performance milestones by the issuer and accelerated vesting under certain conditions.

7. On November 16, 2015, the reporting person received a grant, subject to stockholder approval, of 5,000,000 restricted stock units ("RSUs"), convertible into common stock of the issuer on a one-for-one basis. Stockholder approval was obtained on June 1, 2016. The RSUs vest in four 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"). Upon a determination that Cogint, Inc. has exceeded the Performance Conditions, any RSUs that would have otherwise vested in accordance with the Time Conditions will vest at the time of such determination. Any subsequent tranches will vest in accordance with the Time Conditions.

8. The RSUs will immediately vest upon (i) a Change of Control, (ii) a termination of the reporting person's employment without cause, (iii) by the reporting person for Good Reason, or (iv) the reporting person's death or disability.

9. 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.

**Remarks:** 

/s/ Michael Brauser

\*\* Signature of Reporting Person

12/13/2016

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.