

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

1. Name and Address of Reporting Person* <u>Rubin Steven D</u>  (Last) (First) (Middle) C/O COGINT, INC., 2650 N. MILITARY TRAIL, SUITE 300  (Street) BOCA RATON FL 33431  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Cogint, Inc. [ COGT ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/13/2017</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock <sup>(1)(2)</sup>	04/13/2017		A		20,000	A	\$0.00 <sup>(1)</sup>	20,000 <sup>(1)</sup>	D	
Common Stock <sup>(2)(3)</sup>	04/13/2017		A		5,000	A	\$0.00 <sup>(3)</sup>	5,000 <sup>(3)</sup>	D	
Common Stock <sup>(4)(5)(6)</sup>								100,000 <sup>(4)(5)</sup>	D	
Common Stock								213,255	D	
Common Stock <sup>(7)</sup>								25,000	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 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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	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)
				Code	V		Date Exercisable	Expiration Date					

**Explanation of Responses:**

- On April 13, 2017, the reporting person received a grant of 20,000 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.
- Within 30 days of the effective grant date, the reporting person may elect to defer delivery of any vested RSUs until a later date.
- 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 restricted stock units vest on June 1, 2017, subject to accelerated vesting under certain conditions.
- On November 16, 2015, the reporting person received a grant, subject to stockholder approval which was obtained June 1, 2016, of 100,000 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.
- The RSUs will immediately vest upon (i) a Change of Control, or (ii) the reporting person's death or disability.
- 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.
- 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.

**Remarks:**

/s/ Steven D. Rubin 04/17/2017  
 \*\* Signature of Reporting Person 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.**