

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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).

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>Conlin Matthew</u>  (Last) (First) (Middle) C/O IDI, INC. 2650 NORTH MILITARY TRAIL, SUITE 300  (Street) BOCA RATON FL 33431  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>IDI, Inc. [ IDI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)  <u>President of Fluent, LLC</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/20/2016</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	02/22/2016		C		5,285,200 <sup>(1)</sup>	A	(1)	5,305,200 <sup>(1)</sup>	D	
Common Stock	02/22/2016		J <sup>(2)</sup>		2,000,000 <sup>(1)</sup>	A	(1)	2,000,000 <sup>(1)</sup>	I	Held by RSMC Partners, LLC of which the reporting person is a member.
Common Stock								20,000	I	Held by Conlin Family Foundation Trust in which the Reporting Person serves as co-trustee.

**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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series B Non-Voting Convertible Preferred Stock	(1)	01/20/2016		J <sup>(2)</sup>		40,000		(1)	(1)	Common Stock	40,000	\$0.00	40,000	I	Held by RSMC Partners, LLC of which the reporting person is a member.
Series B Non-Voting Convertible Preferred Stock	(1)	02/22/2016		C		105,704		(1)	(1)	Common Stock	5,285,200	\$0.00	0	D	
Series B Non-Voting Convertible Preferred Stock	(1)	02/22/2016		J <sup>(2)</sup>		40,000		(1)	(1)	Common Stock	40,000	\$0.00	0	I	Held by RSMC Partners, LLC of which the reporting person is a member.

**Explanation of Responses:**

- Each share of Series B Non-Voting Convertible Preferred Stock (the "Series B Preferred Stock") automatically converted on a one-for-fifty basis into common stock of the Company (the "Common Stock") on February 22, 2016, and had no expiration date.
- On January 20, 2016, the reporting person entered into the RSMC Limited Liability Company Agreement (the "RSMC Agreement"). RSMC Partners, LLC ("RSMC") held 40,000 shares of Series B Preferred Stock, which may be deemed held by the reporting person indirectly as a result of the reporting person's membership in RSMC. The reporting person disclaims beneficial ownership of the shares held by RSMC except to the extent of any pecuniary interest in such shares.

**Remarks:**

/s/ Matthew Conlin

02/24/2016

\*\* 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.

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