

MacLachlan Daniel
Form 4
October 17, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MacLachlan Daniel

(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
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 Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 09/07/2017 | | A ⁽¹⁾ | | 350,000 ⁽¹⁾ | A | \$ 0 ⁽¹⁾ |
| Common Stock | 09/11/2017 | | S ⁽²⁾ | | 16,000 ⁽²⁾ | D | \$ 5.25 ⁽²⁾ |
| Common Stock | 09/12/2017 | | S ⁽³⁾ | | 1,243 ⁽³⁾ | D | \$ 4.8 ⁽³⁾ |
| Common Stock | 09/13/2017 | | S ⁽⁴⁾ | | 118,197 ⁽⁴⁾ | D | \$ 4.71 ⁽⁴⁾ |
| | | | | | 66,666 ⁽⁵⁾ | D | |

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Common
Stock

Common
Stock

3,000

I

Held in an
IRA

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

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SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MacLachlan Daniel
C/O COGINT, INC. 2650 N. MILITARY TRAIL
SUITE 300
BOCA RATON, FL 33431

Chief Financial Officer

Signatures

/s/ Daniel

MacLachlan

10/17/2017

**Signature of
Reporting Person

Date

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).

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On September 7, 2017, the Reporting Person received a grant of 350,000 shares under the 2015 Stock Incentive Plan, as amended. The shares are fully-vested and subject to certain lock-up restrictions, with 166,667 shares subject to lock-up until September 1, 2018, 166,667

- (1) shares subject to lock-up until September 1, 2019 and 166,666 shares subject to lock-up until September 1, 2020, with the Reporting Person able to sell the shares to pay any tax obligation in connection with the issuance. The lock-up restrictions cease upon a change of control.

Represents the sale of 16,000 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 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.

- (2)

Represents the sale of 1,243 shares with a weighted average sales price of \$4.80 per share sold by the Reporting Person to cover tax withholding obligations in connection with 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.

- (3)

Represents the sale of 118,197 shares with a weighted average sales price of \$4.71 per share sold by the Reporting Person to cover tax withholding obligations in connection with 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.

- (4)

- (5) Represents RSUs, convertible into common stock of the issuer on a one-for-one basis. The RSUs vest 50% on June 1, 2018 and June 1, 2019, 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.

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