

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

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of Earliest Event Reported): September 11, 2017**

**Cogint, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-37893**  
(Commission  
File Number)

**77-0688094**  
(I.R.S. Employer  
Identification No.)

**2650 North Military Trail, Suite 300, Boca Raton, Florida**  
(Address of principal executive offices)

**33431**  
(Zip Code)

**Registrant's telephone number, including area code: 561-757-4000**

**Not Applicable**

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 8.01 Other Events.**

On September 11, 2017, Cogint, Inc. issued a press release, which included a transaction fact sheet regarding its pending business combination with BlueFocus International Limited, a wholly-owned Hong Kong subsidiary of BlueFocus Communications Group Co. Ltd. The press release dated September 11, 2017, including the transaction fact sheet is attached to this Form 8-K as Exhibit 99.1, and which is incorporated by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No.	Description
99.1	<a href="#">Press Release Dated September 11, 2017</a>

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Cogint, Inc.**

September 11, 2017

By: /s/ Derek Dubner  
Name: Derek Dubner  
Title: CEO

**cogint Provides Shareholder Update on Business Combination With BlueFocus  
With Spin-Off of Data and Analytics Company and Cash Dividend**

BOCA RATON, Fla. – September 11, 2017 – Cogint, Inc. (NASDAQ: COGT), a leading provider of information and data-driven, performance marketing solutions, today provided a shareholder update on its recently announced business combination with BlueFocus International Limited, spin-off of data and analytics company and cash dividend. Click here to view the Transaction Fact Sheet or visit [investors.cogint.com](http://investors.cogint.com).

**About cogint™**

At cogint, we believe that time is your most valuable asset. Through powerful analytics, we transform data into intelligence, in a fast and efficient manner, so that our clients can spend their time on what matters most – running their organizations with confidence. Through leading-edge, proprietary technology and a massive data repository, our data and analytical solutions harness the power of data fusion, uncovering the relevance of disparate data points and converting them into comprehensive and insightful views of people, businesses, assets and their interrelationships. We empower clients across markets and industries to better execute all aspects of their business, from managing risk, conducting investigations, identifying fraud and abuse, and collecting debts, to identifying and acquiring new customers. At cogint, we are dedicated to making the world a safer place, to reducing the cost of doing business, and to enhancing the consumer experience.

**RELATED LINKS:** <http://www.cogint.com>

**Contact Information:**

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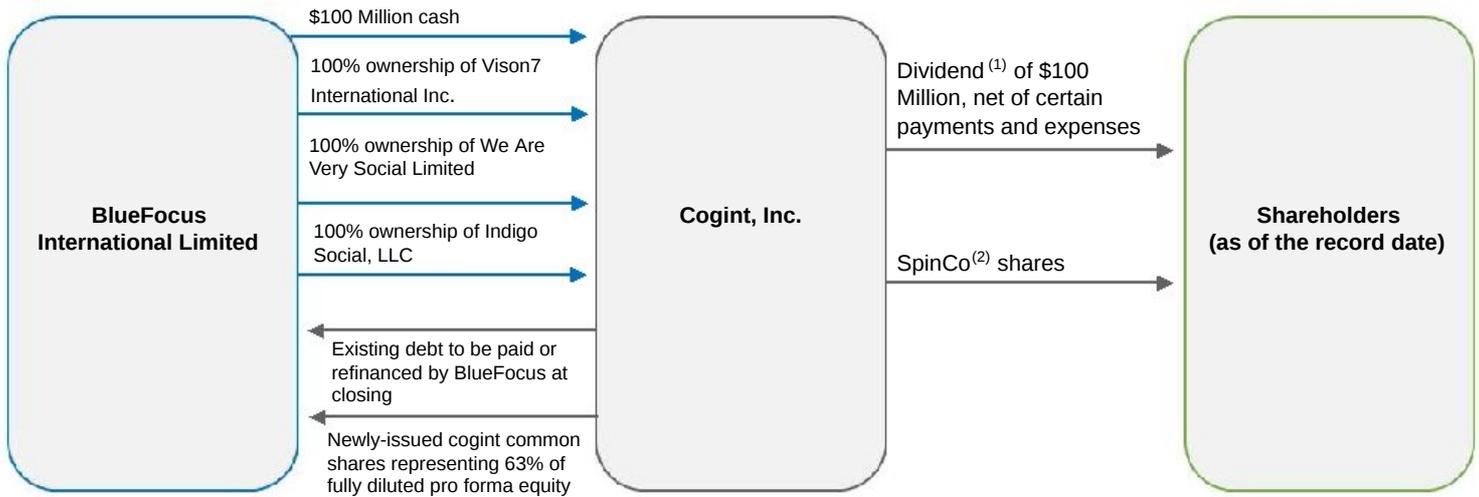
*cogint and BlueFocus combine businesses to create  
world-class, global marketing services company*

Transaction Fact Sheet  
September 11, 2017

## Forward-Looking Statements

This presentation contains “forward-looking statements,” as that term is defined under the Private Securities Litigation Reform Act of 1995 (PSLRA), which statements may be identified by words such as “expects,” “plans,” “projects,” “will,” “may,” “anticipate,” “believes,” “should,” “intends,” “estimates,” and other words of similar meaning. Such forward looking statements include statements relating to the transaction between cogint and BlueFocus; the ability to pay cogint shareholders as of the record date a cash dividend of between \$0.95 and \$1.10 per share; our estimate of expenses and cash on the balance sheet at closing; the delivery of a significant and immediate premium to cogint shareholders; the spin-off of cogint’s data and analytics operations and assets into a new public company; and the additional value creation through the separation of such operations and assets. Additional risks may include the risk that a condition to closing of the proposed transaction may not be satisfied or that the closing of the proposed transaction and spin-off might otherwise not occur; the risk that a regulatory approval that may be required for the proposed transaction is not obtained or is obtained subject to conditions that are not anticipated; the diversion of management time on transaction-related issues; the ability to successfully integrate BlueFocus’s business; the ability to successfully separate cogint’s data and analytics operations and assets; the risk that the common stock of Red Violet is not listed on NASDAQ; the risk that the transaction and its announcement could have an adverse effect on cogint’s and BlueFocus’s ability to retain customers and retain and hire key personnel; the risk that any potential synergies from the transaction may not be fully realized or may take longer to realize than expected, as well as other non-historical statements about our expectations, beliefs or intentions regarding our business, technologies and products, financial condition, strategies or prospects. Readers are cautioned not to place undue reliance on these forward-looking statements, which are based on our expectations as of the date of this presentation and speak only as of the date of this presentation and are advised to consider the factors listed above together with the additional factors under the heading “Forward-Looking Statements” and “Risk Factors” in the Company’s Annual Report on Form 10-K, as may be supplemented or amended by the Company’s Quarterly Reports on Form 10-Q and other SEC filings. We undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

## Transaction Summary



<sup>(1)</sup> Cash Dividend expected to be in the range of \$0.95 to \$1.10 per share

<sup>(2)</sup> cogint will spin-off its data and analytics operations and assets into a public company, expected to be listed on NASDAQ, named Red Violet, Inc ("Red Violet").

## Post-Transaction, cogint Shareholders Will Receive Shares in Two Public Companies And a Cash Dividend

### Combined Company<sup>(1)</sup>

- World-Class Global Marketing Services Company
- cogint shareholders to own 37% of combined company
- BlueFocus to own 63% of the combined company
- Existing debt to be paid or refinanced by BlueFocus at closing

### Red Violet

- Shares<sup>(2)</sup> of Red Violet, a pure-play data and analytics company serving the risk management industry
- Balance sheet: \$20 Million cash; Debt-free
- Expected to be listed on NASDAQ

**Cash Dividend<sup>(3)</sup>** expected to be in the range of \$0.95 to \$1.10 per share

<sup>(1)</sup> To be renamed and a new ticker symbol

<sup>(2)</sup> Shares of Red Violet will be distributed as a stock dividend to shareholders of record on the record date

<sup>(3)</sup> Cash Dividend to be distributed to shareholders of record on the record date

## Pre-Transaction Business Summary:



Fluent is an industry leader in people-based digital marketing and customer acquisition, serving over 500 leading consumer brands and direct marketers. Leveraging a unique data-driven platform, Fluent enables advertisers to more effectively target and acquire their most valuable customers, with precision, at a massive scale.



Through leading-edge, proprietary technology and a massive data repository, IDI's data and analytical solutions harness the power of data fusion, uncovering the relevance of disparate data points and converting them into comprehensive and insightful views of people, businesses, assets and their interrelationships.

IDI solutions provide actionable intelligence in support of such use cases as the verification and authentication of consumer identities, due diligence, detection and prevention of fraud and abuse, legislative compliance, and debt recovery.

Post-Transaction, Combined Company:



**Total Addressable Market**

**2017 Ad Agency Spend**

- Growth rate: 7.3%
- Digital Ad Spend ~ \$223.74 Billion (63% attributed to mobile)
- 2017 Social Media Agency Spend ~ \$36 Billion

~ \$583.91 Billion

**2016 Performance Marketing Spend**

- Category growth rate: Greater than 10% annually

~ \$5 Billion

Sources:  
<https://www.emarketer.com/Report/Worldwide-Ad-Spending-eMarketer-Forecast-2017/2002019>  
<https://www.emarketer.com/Article/Social-Network-Ad-Spending-Hit-2368-Billion-Worldwide-2015/1012357>  
<https://www.emarketer.com/Report/Performance-Marketing-US-Retail/2001901>

## Introduction to *BlueFocus*

BlueFocus International (BlueFocus), a wholly-owned subsidiary of BlueFocus Communication Group (publicly traded Chinese company SHE: 300058), leads international strategy, M&A and cross-border initiatives for the group and manages an international portfolio of award winning digital marketing, PR, communications and advertising agencies including We Are Social, Cossette, Vision7 Media, Citizen Relations and The Camps Collective. Also part of the BlueFocus International portfolio is fuseproject, a highly esteemed industrial design firm behind consumer technology and lifestyle product hits such as Jawbone, Movado and the August Lock. Headquartered in Silicon Valley, BlueFocus International and its portfolio companies employ over 1,500 professionals across the spectrum of marketing and advertising disciplines worldwide. It serves hundreds of the world's best-known brands from major consumer goods manufacturers to cutting-edge technology companies by providing global intelligent marketing solutions in brand strategy, digital creative production, ecommerce enablement, cloud based CRM, big data analytics, digital and traditional media buying, and social media insights & marketing.

## Combined Company Additional Brand Summaries:

**VISION7**  
INTERNATIONAL

**cossette**

**VISION7**  
MEDIA

**Citizen**  
Relations

**THE CAMPS COLLECTIVE**

Vision7 International is a fully integrated marketing communications company that serves various well-known brands in North America and worldwide. Vision7 International has four operating divisions: Cossette, Vision7 Media, Citizen Relations and The Camps Collective. Cossette is a leading marketing communications agency in Canada, providing fully integrated advertising services. Vision7 Media is Canada's largest independent media planning, buying group. Citizen Relations is a leading public relations company with an international presence (US, Canada, UK and Asia) and multiple global partnerships; The Camps Collective is a digital-based agency group that focuses on advertising, digital marketing, internet communications and social media.

**we  
are  
social**

We Are Social. We are a global agency. We deliver world-class creative ideas with forward-thinking brands. We believe in people and the power of social insight to drive business value. We call this social thinking. With an international team of over 700 and offices in New York, London, Paris, Milan, Munich, Berlin, Singapore, Shanghai, Beijing and Sydney our mission is to put social thinking at the centre of marketing. We work with international clients including adidas, Netflix, Google, HSBC and Audi on global, regional and local projects.

## Competitive Advantages

- Integrating BlueFocus's best-in-class brand and creative strategy with Fluent's dynamic, data-driven performance model creates a differentiated platform to deliver brands innovative customer acquisition solutions and one-to-one lifecycle marketing to drive brand loyalty
- Combination delivers a world-class, global marketing services company, simplifying the work flow for brands and establishing a cohesive offering using a foundation of custom audience development and insights that inform creative and media strategy across all addressable digital mediums
- Fluent's mobile-first platform and performance model coupled with BlueFocus's access to CMOs of Fortune 500 brands, creates the perfect package to deliver measurable outcomes in a swiftly-evolving new media landscape
- Combined businesses share the desire to foster an entrepreneurial atmosphere and agile culture, inspiring unique product offerings and executing campaigns at great speed and scale

## Synergies

- Expansion of Fluent's capabilities into new service offerings for its rapidly-growing foothold in the U.S., while driving international expansion of its core offering through BlueFocus's strong client relationships
- Bolsters BlueFocus's agency brands' services in U.S., Europe, and other key markets internationally
- Fluent's platform is informed by its custom audience insights engine, which offers a competitive advantage to legacy ad tech, cookie-based targeting, offering BlueFocus clients a one-stop shop for intelligently-developed creative strategy and campaign execution across all addressable channels
- Vision7 International and We Are Social provide Fluent access to a much larger client portfolio and enhanced services capabilities, which we expect to result in immediate incremental revenue opportunities
- Opportunity to share administrative functions, services, etc.

## Post-Transaction, SpinCo: Red Violet

- cogint will spin-off its data and analytics operations and assets, including its risk management business, IDI, into a public company, expected to be listed on NASDAQ, named Red Violet, Inc. (“Red Violet”).
- Red Violet will launch with cash of \$20 Million dollars and no debt.
- Red Violet will be led by cogint’s current management team with Derek Dubner, co-founder and Chief Executive Officer of cogint, as Chief Executive Officer. Michael Brauser, co-founder and Chairman of the Board of cogint, will be Chairman of the Board of Red Violet.
- Red Violet is poised to continue its rapid expansion within the risk management industry with its leading technology and expansive applications.

## Creating Exceptional Shareholder Value

- **Fluent Valuation = \$415 Million Total Enterprise Value**
- **Vision7 International & We Are Social Valuation = \$357 Million Total Enterprise Value**
- **\$100 Million special cash dividend to pre-closing cogint shareholders as of the record date, subject to certain transaction expenses and an amount up to \$20 Million to capitalize Red Violet (dividend expected to be in the range of \$0.95 to \$1.10 per share)**
- **Red Violet stock dividend to pre-closing shareholders as of the record date as a result of the spin-off of the data and analytics operations and assets**