

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

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>06/01/2016</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock <sup>(1)(2)</sup>	06/01/2016		A		550,000	A	\$0.00 <sup>(1)(2)</sup>	550,000 <sup>(1)(2)</sup>	D	
Common Stock								5,320,250	D	
Common Stock								2,000,000	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					

**Explanation of Responses:**

1. On December 8, 2015, the reporting person received a grant, subject to stockholder approval, of 550,000 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 are subject to vesting over a three-year period of 30% on January 1, 2017, 30% on January 1, 2018 and 40% on January 1, 2019 (the "Time Conditions") provided, however, that no tranche of RSUs will vest until it is determined that IDI 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 IDI 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.

2. The RSUs will immediately vest upon (i) a Change of Control, or (ii) the reporting person's death or disability.

**Remarks:**

/s/ Matthew Conlin 06/03/2016  
 \*\* 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.

**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.**