

IDI, Inc.
Form 4
March 15, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 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 *
Brauser Michael

(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
IDI, Inc. [IDI]

3. Date of Earliest Transaction (Month/Day/Year)
03/11/2016

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)
Executive Chairman

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 03/11/2016 | | C | 2,030,945 | A <u>1</u> 2,051,445 | I | See Footnote (2) |
| Common Stock | 03/11/2016 | | C | 954,116 | A <u>1</u> 954,116 | I | See Footnote (3) |
| Common Stock | | | | | 61,400 | D | |
| Common Stock | | | | | 8,130 | I | See Footnote (3) |

Edgar Filing: IDI, Inc. - Form 4

| | | | |
|-------------------------|-----------|---|-------------------------|
| Common Stock <u>(4)</u> | 175,000 | D | |
| Common Stock <u>(5)</u> | 100,000 | D | |
| Common Stock <u>(6)</u> | 1,000,000 | I | See Footnote <u>(3)</u> |

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

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 control number.

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) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Underlying Security (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|--|-----------|--|-----------------|---|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | |
| Series A Non-Voting Convertible Preferred Stock | <u>(7)</u> | 03/11/2016 | | A | 567,069 | | <u>(7)</u> | <u>(7)</u> | Common Stock |
| Series A Non-Voting Convertible Preferred Stock | <u>(7)</u> | 03/11/2016 | | A | 243,030 | | <u>(7)</u> | <u>(7)</u> | Common Stock |
| Series A Non-Voting Convertible Preferred Stock | <u>(7)</u> | 03/11/2016 | | C | | 2,030,945 | <u>(7)</u> | <u>(7)</u> | Common Stock |
| Series A Non-Voting Convertible Preferred Stock | <u>(7)</u> | 03/11/2016 | | C | | 954,116 | <u>(7)</u> | <u>(7)</u> | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Brauser Michael C/O IDI, INC. 2650 NORTH MILITARY TRAIL, SUITE 300 BOCA RATON, FL 33431 | X | | Executive Chairman | |

Signatures

/s/ Michael

Brauser

03/15/2016

**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).

- The shares of Series A Non-Voting Convertible Preferred Stock (the "Series A Preferred Stock") were issued as transaction consideration and as earn-out consideration in connection with that certain Merger Agreement and Plan of Reorganization dated as of December 14, 2014, as amended, to which the Company is a party.
- (1) Shares held by Grander Holdings, Inc. 401K Profit Sharing Plan of which Mr. Brauser is trustee.
 - (2) Represents pro-rata ownership of securities held by entities over which the reporting person exercises investment control.
 - (3) Represents restricted stock units, convertible into common stock of the issuer on a one-for-one basis. The restricted stock units vest in three approximately equal installments on March 21, 2016, 2017 and 2018, subject to accelerated vesting under certain conditions.
 - (4) Represents restricted stock units, convertible into common stock of the issuer on a one-for-one basis. The restricted stock units vest quarterly in eight equal installments from January 2, 2015 through October 2, 2016 subject to accelerated vesting under certain conditions
 - (5) Represents restricted stock units, convertible into common stock of the issuer on a one-for-one basis. The restricted stock units vest annually in four equal installments from October 13, 2015 through October 13, 2018 subject to achievement of certain performance milestones by the issuer and accelerated vesting under certain conditions.
 - (6) Each share of Series A Preferred Stock automatically converted on a one-for-one basis into common stock of the Company (the "Common Stock") on March 11, 2016, and had no expiration date.
 - (7) The shares of Series A Preferred Stock were issued as earn-out consideration in connection with that certain Merger Agreement and Plan of Reorganization dated as of December 14, 2014, as amended, to which the Company is a party.
 - (8)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.