

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
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

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>Rubin Steven D</u> (Last) (First) (Middle) C/O RED VIOLET, INC. 2650 N. MILITARY TRAIL, SUITE 300 (Street) BOCA RATON FL 33431 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Red Violet, Inc. [RDVT]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 08/01/2019	
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	08/01/2019		A		25,000 ⁽¹⁾	A	(2)	25,000 ⁽²⁾	D	
Common Stock	08/01/2019		A		8,334 ⁽³⁾	A	(3)	68,472 ⁽⁴⁾	D	
Common Stock								8,000 ⁽⁵⁾	D	

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		Date Exercisable	Expiration Date					

Explanation of Responses:

- A performance grant of Restricted Stock Units (RSUs), which is convertible into common stock of the issuer on a one-for-one basis, was originally approved by the Company's Compensation Committee on September 5, 2018 (the "Performance Grant"), subject to the Performance Criteria described below, and reported on the Company's Form 8-K on September 10, 2018 and described in the Company's definitive proxy statement filed on April 16, 2019.
- The Performance Grant shall not vest unless and until the Company has, for any fiscal quarter through September 30, 2021 (i) gross revenue determined in accordance with the Company's reviewed or audited financial statements in excess of \$7.0 million for such fiscal quarter, (ii) positive adjusted EBITDA, as determined based on the Company's reviewed or audited financial statements for such fiscal quarter, and (iii) the participant continues to provide services to the Company either as an employee, director or consultant on the last date of the quarter that the performance criteria is met (collectively, the "Performance Criteria"). If the Performance Criteria are met, the RSUs vest one-third annually on each of July 1, 2019, July 1, 2020 and July 1, 2021 ("Time-Based Vesting Requirement"). In the event of a change of control, all RSUs which have not vested on the date of such change of control shall immediately vest even if the Time-Based Vesting Requirement has not been met.
- Represents the vesting of 8,334 shares of the Performance Grant. Following achievement of the Performance Criteria, the remaining 16,666 RSUs vest in two equal installments on July 1, 2020 and 2021, subject to accelerated vesting under certain conditions.
- Includes 12,000 vested RSUs in which the reporting person has elected to defer delivery until the reporting person's separation of service from the issuer or death or disability.
- Represents RSUs convertible into common stock of the issuer of a one-for-one basis originally granted on March 29, 2018. The RSUs vest in two equal installments on March 29, 2020 and 2021, subject to accelerated vesting under certain conditions.

Remarks:

/s/ Steven D. Rubin 08/05/2019

** 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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