SEC Form 4

FORM 4

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

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

OMB APPROVAL

OMB Number:	3235-0287
Estimated average bur	den
hours per response:	0.5

			••••••••••••••••••••••••••••••••••••••			
1. Name and Address of Reporting Person [*] DELL JEFFREY ALAN			2. Issuer Name and Ticker or Trading Symbol Red Violet, Inc. [RDVT]	(Check	ationship of Reporting Pe k all applicable) Director Officer (give title	erson(s) to Issuer 10% Owner Other (specify
				- X	below)	below)
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)		Chief Informatio	on Officer
C/O RED VIO	OLET, INC.		07/14/2020		Chief Informatio	JII OIIICEI
2650 N. MILITARY TRAIL, SUITE 300						
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv	vidual or Joint/Group Fili	ng (Check Applicable
(Street)				Line)		
BOCA RATC		33431		X	Form filed by One Re	porting Person
	JN FL	55451			Form filed by More th Person	an One Reporting
(City)	(State)	(Zip)				

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)	Transaction Code (Instr.		4. Securities Disposed Of (Acquired (D) (Instr	l (A) or . 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)		
Common Stock	07/14/2020		A		16,667(1)	Α	(1)	41,861	D			
Common Stock	07/14/2020		F ⁽²⁾		4,028	D	\$15.03 ⁽²⁾	37,833	D			
Common Stock								16,666 ⁽³⁾	D			
Common Stock								75 , 000 ⁽⁴⁾	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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Represents the vesting of 16,667 shares of the performance grant originally approved by the Company's Compensation Committee on July 1, 2018 (the "2018 Performance Grant").

2. Represents the disposition to issuer for tax obligations upon the vesting of RSUs.

3. Represents the third tranche of the 2018 Performance Grant which shall vest on July 1, 2021, subject to accelerated vesting under certain conditions.

4. Represents a performance grant on August 28, 2019 of RSUs (the "2019 Performance Grant), subject to accelerated vesting under certain conditions. The 2019 Performance Grant shall not vest unless and until the Company has, for any fiscal quarter through September 30, 2022 (i) gross revenue determined in accordance with the Company's reviewed or audited financial statements in excess of \$12.5 million for such fiscal quarter, (ii) positive adjusted EBITDA of at least \$2.0 million, 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 "2019 Performance Criteria"). If the 2019 Performance Criteria are met, the RSUs vest one-third annually on each of September 1, 2020, September 1, 2021, and September 1, 2022.

Remarks:

/s/ Jeffrey Dell

07/16/2020

** 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.