SEC Form 4

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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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					
1. Name and Address of Reporting Person [*] DELL JEFFREY ALAN		on*	2. Issuer Name and Ticker or Trading Symbol <u>Red Violet, Inc.</u> [RDVT]	(Check	tionship of F all applicab Director Officer (gir	le)	g Person(s) to Issuer 10% Owner Other (specify	
(Last) C/O RED VIOL 2650 N. MILITA	(First) (Middle) ET, INC. ARY TRAIL, SUITE 300		3. Date of Earliest Transaction (Month/Day/Year) 09/24/2021	X	below) Chief Information		below)	
(Street) BOCA RATON	FL	33431	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	Form filed	by One Repor	(Check Applicable ting Person 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)	3. Transa Code (8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	(I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1130.4)
Common Stock	09/24/2021		Α		25,000 ⁽¹⁾	Α	(1)	167,958 ⁽¹⁾⁽²⁾⁽³⁾	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 3A. Deemed Execution Date, 5. Numbei 6. Date Exercisable and Expiration Date 7. Title and Amount of 8. Price of Derivative 9. Number of derivative 11. Nature of Indirect 1. Title of 3. Transaction 10. Ownership Derivative Conversion Date Transaction (Month/Dav/Year) Derivative Security or Exercise if any (Month/Day/Year) Code (Instr. (Month/Day/Year) Securities Security Securities Form: Beneficial Ownership (Instr. 3) Price of 8) Securities Underlying (Instr. 5) Beneficially Direct (D) (Instr. 4) Derivative Acquired or Indirect Derivative Owned Following Security (A) or Disposed Security (Instr. 3 and 4) (I) (Instr. 4) Reported of (D) (Instr. 3, 4 and 5) Transaction(s) (Instr. 4) Amount or Number Expiration Date of Shares v Code (A) (D) Exercisable Title Date

Explanation of Responses:

1. On September 24, 2021, the reporting person received a grant of 25,000 restricted stock units ("RSUs"), convertible into common stock of the issuer on a one-for-one basis, which vest in three equal installments on each of October 1, 2022, October 1, 2023 and October 1, 2024, subject to accelerated vesting under certain circumstances.

2. Includes 20,000 RSUs originally granted on November 20, 2020, convertible into common stock of the issuer on a one-for-one basis, which vest in three equal installments on each of November 1, 2021, November 1, 2022, and November 1, 2023, subject to accelerated vested under certain conditions.

3. Includes 75,000 RSUs originally granted on August 28, 2019 (the "2019 Performance Grant"), subject to performance criteria and 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

** Signature of Reporting Person Date

09/27/2021

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.

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See П