IDI, Inc.
Form 4
June 03, 2016

FORM 4

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

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(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)
06/01/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Executive Chairman

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock (1) (2) (3)	06/01/2016		A		5,000,000	A	$ 0 (1) (2)	5,000,000 (1) (2)	D	
Common Stock								2,068,945	I	See footnote (4)
Common Stock								1,373,646	I	See footnote (5)
Common Stock								121,734	D	

Common Stock	8,130	I	See footnote. (6)
Common Stock (7)	116,666	D	
Common Stock (8)	100,000	D	
Common Stock (9)	1,000,000	I	See footnote. (6)

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

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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 Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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 — 06/03/2016

**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).

(1) On November 16, 2015, the reporting person received a grant, subject to stockholder approval, of 5,000,000 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 vest in four equal annual installments beginning November 16, 2016 (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, (ii) a termination of the reporting person's employment without cause, (iii) by the reporting person for Good Reason, or (iv) the reporting person's death or disability.

(3) The reporting person has elected to defer delivery of any vested RSUs until the reporting person's separation of service from the Company or death or disability.

(4) Shares held by Grander Holdings, Inc. 401K Profit Sharing Plan of which Mr. Brauser is trustee.

(5) Shares held by Birchtree Capital, LLC, of which Mr. Brauser is the manager.

(6) Represents pro-rata ownership of securities held by entities over which the reporting person exercises investment control.

(7) Represents restricted stock units, convertible into common stock of the issuer on a one-for-one basis. The restricted stock units vest in equal installments of 58,333 shares on each of March 21, 2017 and 2018, subject to accelerated vesting under certain conditions.

(8) 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.

(9) 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.

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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