

IDI, Inc.
Form 4
February 24, 2016

FORM 4

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

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).

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 *
Conlin Matthew

(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)

01/20/2016

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)

President of Fluent, LLC

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/22/2016		C	(A) or (D)	5,285,200 (1)	A	(1) 5,305,200 (1) D
Common Stock	02/22/2016		J(2)	(A) or (D)	2,000,000 (1)	A	(1) 2,000,000 (1) I
Common Stock					20,000	I	Held by RSMC Partners, LLC of which the reporting person is a member. Held by Conlin

Family
Foundation
Trust in
which the
Reporting
Person
serves as
co-trustee.

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.

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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 Security (Instr. 3 and 4)	
					V	(A)	(D)	Date Exercisable	Expiration Date		
Series B Non-Voting Convertible Preferred Stock	(1)	01/20/2016		J(2)		40,000		(1)	(1)	Common Stock	40,000
Series B Non-Voting Convertible Preferred Stock	(1)	02/22/2016		C		105,704		(1)	(1)	Common Stock	5,200
Series B Non-Voting Convertible Preferred Stock	(1)	02/22/2016		J(2)		40,000		(1)	(1)	Common Stock	40,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Conlin Matthew C/O IDI, INC. 2650 NORTH MILITARY TRAIL, SUITE 300 BOCA RATON, FL 33431		X		President of Fluent, LLC

Signatures

/s/ Matthew
Conlin
02/24/2016

**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) Each share of Series B Non-Voting Convertible Preferred Stock (the "Series B Preferred Stock") automatically converted on a one-for-fifty basis into common stock of the Company (the "Common Stock") on February 22, 2016, and had no expiration date.
On January 20, 2016, the reporting person entered into the RSMC Limited Liability Company Agreement (the "RSMC Agreement").
 - (2) RSMC Partners, LLC ("RSMC") held 40,000 shares of Series B Preferred Stock, which may be deemed held by the reporting person indirectly as a result of the reporting person's membership in RSMC. The reporting person disclaims beneficial ownership of the shares held by RSMC except to the extent of any pecuniary interest in such shares.

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.