

Conlin Matthew
Form 4
April 24, 2019

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 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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(Print or Type Responses)

1. Name and Address of Reporting Person *
Conlin Matthew

(Last) (First) (Middle)

C/O FLUENT, INC., 300 VESEY
STREET, 9TH FLOOR

(Street)

NEW YORK, NY 10282

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Fluent, Inc. [FLNT]

3. Date of Earliest Transaction
(Month/Day/Year)

04/24/2019

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

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	04/24/2019		F	Amount 61,605 (1)	(A) or (D) D \$ 6.37	5,300,229	D
Common Stock					320,000 (2)	D	
Common Stock					80,000 (3) (4)	D	
Common Stock					50,000 (3) (5)	D	
Common Stock					550,000 (3) (6) (7)	D	

Common Stock	2,000,000	I	Held by RSMC Partners, LLC, of which the Reporting Person is a member.
Common Stock	663,900	I	Held by GRAT, in which the Reporting Person is Sole Trustee.
Common Stock	20,000	I	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.

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(9-02)

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 Own Follo Repor Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Conlin Matthew C/O FLUENT, INC. 300 VESEY STREET, 9TH FLOOR NEW YORK, NY 10282	X	X	President	

Signatures

/s/ Matthew
Conlin

04/24/2019

**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) Represents shares withheld to satisfy the Reporting Person's tax withholding obligation with respect to the vesting of 160,000 restricted stock units ("RSUs") previously granted to the Reporting Person on March 27, 2018.

- (2) On March 27, 2018, the Reporting Person received a grant of 320,000 deferred stock units convertible into common stock of the Issuer on a one-for-one basis under the Issuer's Stock Incentive Plan, which vest immediately but with delivery of the underlying shares in two annual installments commencing on March 27, 2020, which delivery may be ended if the Reporting Person is terminated for cause.

- (3) The Reporting Person has elected to defer delivery of the vested restricted stock units ("RSUs") until the Reporting Person's separation of service from the Company or a Change of Control.

- (4) On March 20, 2018, the Reporting Person received a grant of 80,000 RSUs, convertible into common stock of the Issuer on a one-for-one basis under the Issuer's 2015 Stock Incentive Plan. The RSUs vest in three equal annual installments, beginning on March 1, 2019.

- (5) On April 13, 2017, the Reporting Person received a grant of 50,000 RSUs, convertible into common stock of the issuer on a one-for-one basis. The RSUs vest in three approximately equal installments on February 1, 2018, 2019 and 2020, subject to accelerated vesting under certain conditions.

- (6) On December 8, 2015, the Reporting Person received a grant, subject to stockholder approval, of 550,000 RSUs, convertible into common stock of the Issuer on a one-for-one basis. Stockholder approval was obtained on June 1, 2016. The RSUs are subject to vesting over a three-year period of 30% on January 1, 2017, 30% on January 1, 2018 and 40% on January 1, 2019 (the "Time Conditions"); provided, however, that no tranche of RSUs will vest until it is determined that the Issuer has exceeded certain revenue targets and achieved positive EBITDA in any one fiscal year during the vesting period (the "Performance Conditions"). The Issuer determined the Performance Conditions were met effective March 14, 2017. Any subsequent tranches will vest in accordance with the Time Conditions.

- (7) The RSUs will immediately vest upon (i) a Change of Control, or (ii) the Reporting Person's death or disability.

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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