

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Conlin Matthew</u> <hr/> (Last) (First) (Middle) C/O FLUENT, INC. 300 VESEY STREET, 9TH FLOOR <hr/> (Street) NEW YORK NY 10282 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Fluent, Inc. [FLNT]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">President</p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/14/2020</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/14/2020		P		8,880	A	\$1.6677 ⁽¹⁾	6,029,730	D	
Common Stock	05/15/2020		P		8,875	A	\$1.6686 ⁽²⁾	6,038,605	D	
Common Stock	05/18/2020		P		2,195	A	\$1.7898 ⁽³⁾	6,040,800	D	
Common Stock								160,000 ⁽⁴⁾	D	
Common Stock								80,000 ⁽⁵⁾⁽⁶⁾	D	
Common Stock								50,000 ⁽⁶⁾⁽⁷⁾	D	
Common Stock								550,000 ⁽⁶⁾⁽⁸⁾	D	
Common Stock								45,000	I	Held by Conlin Family Foundation Trust, in which the Reporting Person serves as co-trustee.
Common Stock								2,000,000	I	Held by RSMC Partners, LLC, of which the Reporting Person is a member.
Common Stock								160,000 ⁽⁹⁾	I	Held by Matthew Conlin 2020 A Grantor Retained Annuity Trust, of which the Reporting Person is Trust

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Deemed Execution Date, if any (e.g., puts, calls, warrants, options, convertible securities) (Month/Day/Year)	5. Transaction Code (Instr. 8)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)

Explanation of Responses:

1. Represents the average purchase of the acquired shares. The highest price at which a purchase was made is \$1.76; the lowest price at which a purchase was made is \$1.54. The Reporting Person undertakes to provide the Issuer, any security holder or the staff of the Securities & Exchange Commission upon request full information regarding the number of shares purchased at each separate price with the ranges set forth in this footnote.

2. Represents the average purchase of the acquired shares. The highest price at which a purchase was made is \$1.70; the lowest price at which a purchase was made is \$1.605. The Reporting Person undertakes to provide the Issuer, any security holder or the staff of the Securities & Exchange Commission upon request full information regarding the number of shares purchased at each separate price with the ranges set forth in this footnote.

3. Represents the average purchase of the acquired shares. The highest price at which a purchase was made is \$1.85; the lowest price at which a purchase was made is \$1.73. The Reporting Person undertakes to provide the Issuer, any security holder or the staff of the Securities & Exchange Commission upon request full information regarding the number of shares purchased at each separate price with the ranges set forth in this footnote.

4. On March 27, 2018, the Reporting Person received a grant of 160,000 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 to occur on March 27, 2020, which delivery may be ended if the Reporting Person is terminated for cause.

5. 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.

6. The Reporting Person has elected to defer delivery of the vested RSUs until the Reporting Person's separation of service from the Company or a Change of Control.

7. 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.

8. 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 vested subject to certain time and performance conditions, all of which were met as of January 1, 2019.

9. On May 15, 2020, 160,000 shares were transferred from the Reporting Person's personal account to the Matthew Conlin 2020 A Grantor Retained Annuity Trust, of which the Reporting Person is Trustee.

/s/ Matthew Conlin

05/18/2020

** 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.

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