

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

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

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>03/31/2021</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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/31/2021		F		60,800 ⁽¹⁾	D	\$4.0577	5,300,000	D	
Common Stock								80,000 ⁽²⁾⁽³⁾	D	
Common Stock								50,000 ⁽³⁾⁽⁴⁾	D	
Common Stock								550,000 ⁽³⁾⁽⁵⁾	D	
Common Stock								2,000,000	I	Held by RSMC Partners, LLC, of which the Reporting Person is a member.
Common Stock								67,570	I	Held by Conlin Family Foundation Trust, in which the Reporting Person serves as co-trustee.
Common Stock								160,000	I	Held by Matthew Conlin 2020 A Grantor Retained Annuity Trust, of which the Reporting Person is Trust

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								840,000	I	Held by Matthew Conlin 2020 B 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)

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- 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.
- Represents 80,000 RSUs granted to the Reporting Person under the Issuer's 2015 Stock Incentive Plan on March 20, 2018, which vested in three equal annual installments, beginning on March 1, 2019.
- 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.
- Represents 50,000 RSUs granted to the Reporting Person under the Issuer's 2015 Stock Incentive Plan on April 13, 2017, which vested in three approximately equal installments beginning on February 1, 2018.
- Represents 550,000 RSUs granted to the Reporting Person under the Issuer's 2015 Stock Incentive Plan on December 8, 2015, subject to stockholder approval, which was obtained on June 1, 2016. These RSUs vested subject to certain time and performance conditions, all of which were met as of January 1, 2019.

/s/ [Matthew Conlin](#)

[04/02/2021](#)

** 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.

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.