

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person* <u>Mandel Alexander</u> (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 <u>Fluent, Inc. [FLNT]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Financial Officer
	3. Date of Earliest Transaction (Month/Day/Year) 02/01/2021	
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	02/01/2021		F		27,290 ⁽¹⁾	D	\$5.73	83,516	D	
Common Stock								25,000 ⁽²⁾⁽³⁾	D	
Common Stock								131,250 ⁽³⁾⁽⁴⁾	D	

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					
Stock Option	\$4.72							02/01/2020 ⁽⁵⁾	02/01/2029	Common Stock	308,000	308,000	D	

Explanation of Responses:

- Represents shares withheld to satisfy the Reporting Person's tax withholding obligation with respect to the vesting of 68,750 restricted stock units ("RSUs") previously granted to the Reporting Person on February 1, 2019.
- On February 1, 2019, the Reporting Person received a grant of 25,000 RSUs under the Issuer's 2018 Stock Incentive Plan. Subject to continuing service, the RSUs will vest on February 1, 2022.
- If the Reporting Person's employment is terminated by the Issuer without cause (as defined in the Reporting Person's Employment Agreement), if the term of the Reporting Person's employment expires after a notice of non-renewal is delivered by the Issuer or if the Reporting Person terminates his employment for good reason (as defined in the Reporting Person's Employment Agreement), any RSUs that were scheduled to vest within one year after the date of termination (if employment had continued) shall become immediately vested.
- On February 1, 2019, the Reporting Person received a grant of 131,250 RSUs under the Issuer's 2018 Stock Incentive Plan. Subject to continuing service, the RSUs will vest in three equal annual installments, beginning on February 1, 2022.
- 50% of the Stock Option Grants vested on February 1, 2020. Subject to continuing service, the remaining 50% of the Stock Option Grants will vest if the Issuer's stock price remains above \$7.375 for 20 consecutive trading days.

/s/ Alexander Mandel

02/03/2021

** 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.