### UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

#### FORM 8-K

#### **CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): May 18, 2022

## FLUENT, INC.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation) 001-37893 (Commission File Number) 77-0688094 (I.R.S. Employer Identification No.)

300 Vesey Street, 9th Floor New York, New York (Address of principal executive offices)

10282 (Zip Code)

Registrant's telephone number, including area code: (646) 669-7272

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

□ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

□ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

□ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2 (b))

□ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4 (c))

#### Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.0005 par value per share	FLNT	The NASDAQ Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company  $\Box$ 

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

#### Item 7.01. Regulation FD Disclosure.

On May 19, 2022, representatives of Fluent, Inc. ("Fluent") are making a presentation at the 17th Annual Needham Technology & Media Conference. The presentation is being webcast and can be accessed within the Investor Relations page of Fluent's website at www.fluentco.com. The webcast will be available for replay on Fluent's website until May 19, 2023. A copy of the slides, which will be presented at that conference, is attached hereto as Exhibit 99.1 to this Current Report on Form 8-K.

The information included herein and in Exhibit 99.1 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 ("Exchange Act") or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such filing.

#### Item 9.01 Financial Statements and Exhibits.

#### (d) Exhibits

Exhibit No.	Description
<u>99.1</u>	Investor Presentation
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

#### SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

#### May 18, 2022

Fluent, Inc.

By:

/s/ Don Patrick Name: Don Patrick Title: Chief Executive Officer



MAY 2022

# Fluent, Inc.

(Nasdaq: FLNT) Investor Presentation

### **Forward-Looking Statements Safe Harbor**

#### Forward-Looking Statements Safe Harbor

This presentation contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, as amended. These forward-looking statements speak only as of the date hereof and are based on the Company's current plans and expectations. While we believe these expectations, assumptions, estimates and projections are reasonable, such forward-looking statements are only predictions and involve a number of known and unknown uncertainties and risks, many of which are beyond the Company's control. These factors include those contained in the Company's Annual Report on Form 10-K for the year ended December 31, 2021, filed on March 9, 2022 ("2021 Form 10-K") including without limitation, those discussed in Item 1A. "Risk Factors" in Part IA. of the 2021 Form 10-K, and other filings we make with the Securities and Exchange Commission (the "SEC"). You are cautioned not to place undue reliance on forward-looking statements when evaluating the information presented herein, and the Company undertakes no obligation to update or revise forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events or changes to future operating results or expectations.

#### **Non-GAAP Financial Measures**

This presentation contains "non-GAAP financial measures," which are adjusted financial measures that are not calculated and presented in accordance with generally accepted accounting principles in the Unites States, or "GAAP." We present non-GAAP measures, such as Media Margin and Adjusted EBITDA and ratios based on these financial measures, herein as supplemental measures of our financial and operating performance because our management believes that such information provides useful information to investors about our operating performance. Non-GAAP financial measures do not have any standardized meaning and are, therefore, unlikely to be comparable to similar measures presented by other companies. The presentation of non-GAAP financial measures is not intended to be a substitute for, and should not be considered in isolation from, the financial measures reported in accordance with GAAP. For reconciliations of the non-GAAP financial measures used in this presentation to the most comparable GAAP measures, please see the Appendix to this presentation.



### VISION

Connecting consumers with products and services that add value to their lives

### MISSION

Accelerate partner growth by helping consumers discover and decide OVER 12 YEARS OF EXPERIENCE

### Driving outcomebased marketing solutions for brands

Leading digital performance marketplace, enabling 500+ brands and partners across multiple industries.

Fluent's proprietary media portfolio supports clients across US, UK, CA & AU.

262 employees. Offices in New York, Toronto, Kansas City & Florida.

Established in 2010. Nasdaq: FLNT. Founders hold senior management positions.



FLUENT PERFORMANCE PLATFORM

### Leader in Data-Driven Digital Marketing Solutions

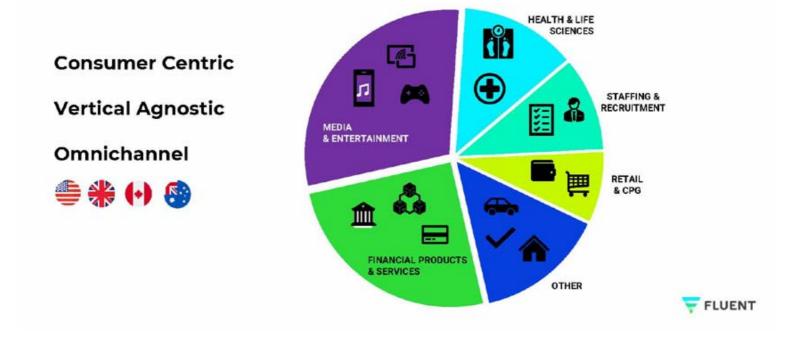
#### FLUENT PLATFORM

TECH + ANALYTICS + CRM

Proprietary Platform Built on Machine Learning and Data Supports Growth of all Verticals

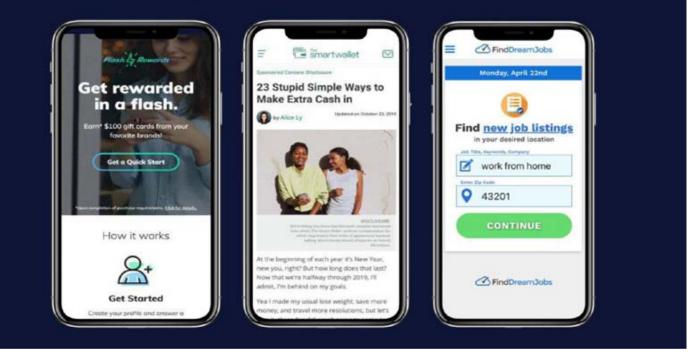


# **Fluent's Diversified Client Base**



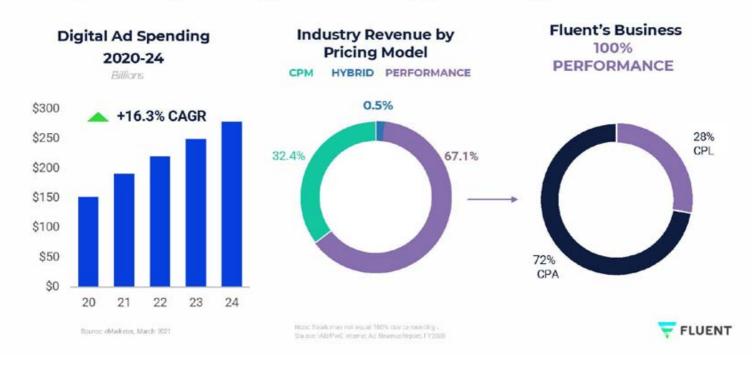
ENGAGING EXPERIENCES

# **Fluent Media Properties**



# Example: consumer user exprience Enabling consumers to earn, win and save

REGISTRA	ATION	SURVEY	OFFER	CRM
Rigger Res Data its data STS Amazon Gift Card Amazon Gift Card Amazon Signature Amazon Marcan Marcana Mar	Registration required. Registration required. Registration required. Second	Here often do you play games on your mobile phone? Oritici Sourcemes RAFELY HEVER	<text><image/><image/><section-header><section-header><section-header><text><section-header><section-header><text><text><text><text><text><text><text><text><text></text></text></text></text></text></text></text></text></text></section-header></section-header></text></section-header></section-header></section-header></text>	
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				<b>FLUENT</b>



## Large and growing market opportunity

### **Strategic Growth**

#### EXPAND MEDIA FOOTPRINT



- · New channels
- New partnerships
- · Drive highly engaged users to sites
- Expand to new international markets

#### DEVELOP OUR PLATFORM

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- · Consumer insights
- Data science
- Proprietary analytics and technology stack



- New inventory
- · Curated consumer experience
- Higher engagement



# **Traffic Quality Initiative (TQI)**

#### RAPIDLY EVOLVING INDUSTRY LANDSCAPE

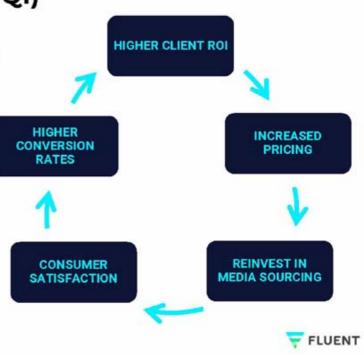
- Consumers: Demand for higher quality digital experiences
- · Marketers: More effective and sustainable solutions
- · Regulators: Greater expectations of transparency/privacy

#### TRAFFIC QUALITY INITIATIVE

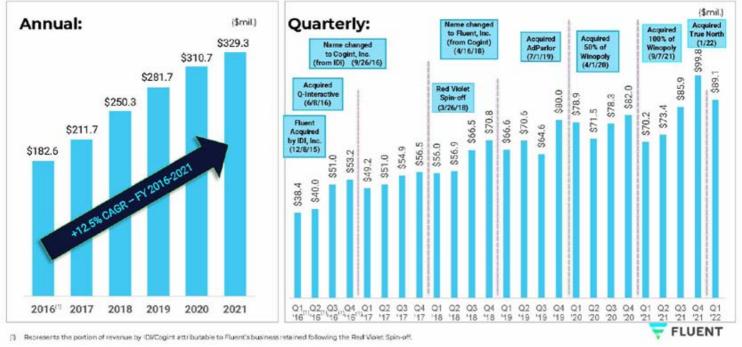
- · Shifting from higher volume to quality-based approach
- · Shed lower-quality affiliate traffic; currently in net-rebuild
- Investing (via near-term forgone revenue) to achieve our strategic vision and position Fluent as an industry leader

#### LONG-TERM STRATEGIC OPPORTUNITY

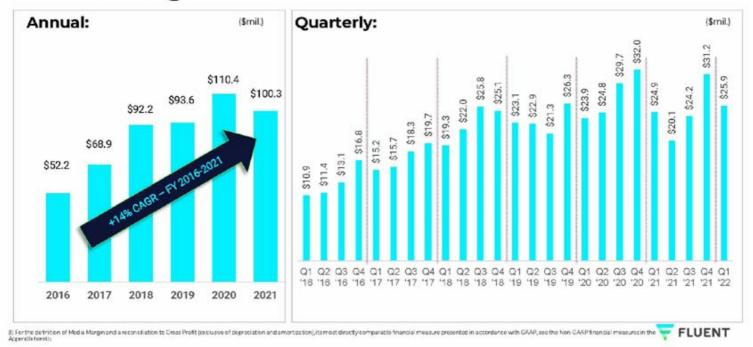
- · Significant, sustainable growth
- · Enhance Fluent's brand equity with clients
- · Build enterprise value for stakeholders



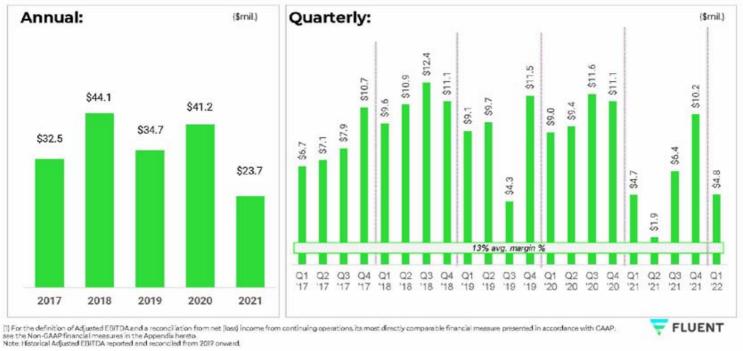
### **Revenue Profile**



# Media Margin (1)



# Adjusted EBITDA ()



#### AS OF 03/31/2022:

# **Balance Sheet Summary**

ASSET	SM	LIABILITIES & S/H EQUITY	\$M
Cash	\$28.9	Current Liabilities	\$44.5
Other Current Assets	\$67.2	Current Portion LT Debt	\$5.0
PP&E	\$1.3	Long-Term Debt, Net <sup>(1)</sup>	\$39.1
Goodwill & Intangibles	\$201.1	Other Long-Term Liabilities	\$5.9
Other Long-term Assets	\$8.3	Shareholders' Equity	\$212.2
TOTAL ASSETS	\$306.8	TOTAL LIABILITIES & SHAREHOLDERS' EQUITY	\$306.8

(1) Long-term portion of Credit Facility Term Loan due 2026 (see unamortized discount and financing costs of \$853K). The opening interest rate of the New Credit Facility was 250% (UBOR +225%) and as of March 2022, the interest rate increased to 2.75% (LIBOR 2.50%)



# **Investment Highlights**

500+ advertiser clients     1.2MM billable actions daily
<ul> <li>\$150+ Bil. US digital ad spend</li> <li>Accelerating shift to digital and performance</li> <li>CMO need for measurable ROAS =&gt; demand for true "performance" marketing</li> </ul>
<ul> <li>Expansive reach with omnichannel marketing permissions</li> <li>Large, proprietary database – 1st-party user insights and preferences</li> <li>Proprietary analytics, ad serving and direct marketing technologies</li> </ul>
<ul> <li>Scalable platform =&gt; enables expansion into new markets and client verticals</li> <li>High incremental margins - leverageable operating base</li> </ul>
<ul> <li>FY2016-2021 CAGRs of 12.5% revenue, 14% media margin<sup>(1)</sup></li> <li>Robust conversion of Adj. EBITDA to cash flow from operations</li> <li>Solid balance sheet</li> </ul>





### **Non-GAAP Financial Measures**

We present the Non-GAAP measures media margin and adjusted EBITDA as supplemental measures of our financial and operating performance because our management believes that such information provides useful information to investors about our operating performance.

Media margin is defined as that portion of gross profit (exclusive of depreciation and amortization) reflecting variable costs paid for media and related expenses and excluding non-media cost of revenue. Gross profit (exclusive of depreciation and amortization) represents revenue minus cost of revenue (exclusive of depreciation and amortization). Media margin, as a defined, is a measure of the efficiency of the Company's operating model. We use media margin as a primary metric to measure the financial return on our media and related costs, specifically to measure the degree by which the revenue generated from our digital marketing services exceeds the cost to attract the consumers to whom offers are made through our services. Media margin is used extensively by our management to manage our operating performance, including evaluating operational performance against budgeted media margin and understanding the efficiency of our media and related expenditures. We also use media margin for performance evaluations and compensation decisions regarding certain personnel.

Adjusted EBITDA is defined as net (loss) income excluding (1) income taxes, (2) interest expense, net, (3) depreciation and amortization, (4) share-based compensation expense, (5) loss on early extinguishment of debt, (6) accrued compensation expense for Put/Call Consideration, (7) goodwill impairment, (8) write-off of intangible assets, (9) acquisition-related costs, (10) restructuring and other severance costs, and (11) certain litigation and other related costs. Adjusted EBITDA as so defined, is another primary metric by which we evaluate the operating performance of our business, on which certain operating expenditures and internal budgets are based and by which, in addition to media margin and other factors, our senior management is compensated. The first three adjustments represent the conventional definition of EBITDA, and the remaining adjustments are items recognized and recorded under GAAP in particular periods but might be weed as not necessarily coinciding with the underlying business operations for the periods in which they are so recognized and recorded. These adjustments include certain litigation and other related to the Tax Department, NY AG and FTC matters, items are considered one-time in nature if they are non-recurring, infrequent or unusual and have not occurred in the past two years or are not expected to recur in the next two years, in accordance with SEC rules.

Media margin and adjusted EBITDA are non-GAAP financial measures with certain limitations regarding their usefulness. They do not reflect our financial results in accordance with GAAP, as they do not include the impact of certain expenses that are reflected in our condensed consolidated statements of operations. Accordingly, these metrics are not indicative of our overall results or indicators of past or future financial performance. Further, they are not financial measures of profitability and are neither intended to be used as a proxy for the profitability of our business nor to imply profitability. The way we measure media margin and adjusted EBITDA may not be comparable to similarly titled measures presented by other companies and may not be identical to corresponding measures used in our various agreements.

# **Media Margin Reconciliation**

(\$ in millions)		2019					2020					2021				
Reconciliation of media margin from gross profit (exclusive of depreciation and amortization):	Q1	Q2	QS	Q4	FY	Q1	Q2	QS	Q4	FY	Q1	Q2	QS	Q4	FY	Q1
Revenue	66,561	70,560	64,552	B0,011	281,684	78,934	71,509	78,280	81,996	310,719	70,171	73,377	85,858	99,844	329,250	89,063
Less: Cost of revenue (exclusive of depreciation and amortization)	44,829	49,133	44,568	55,905	194,435	56,624	49,007	52,771	56,733	215,135	50,990	56,605	63,783	72,338	243,716	67,562
Gross Profit (exclusive of depreciation and amortization)	21,732	21,427	19,984	24,106	87,249	22,310	22,502	25,509	25,263	95,584	19,181	16,772	22,075	27,506	85,534	21,501
Gross Profit (exclusive of depreciation and amortization) % of revenue	32.6%	30.4%	31.0%	30.1%	31.0%	28.3%	31.5%	32.6%	30.8%	30.8%	27.3%	22.9%	25.7%	27.5%	26.0%	24.1%
Non-media cost of revenue <sup>(1)</sup>	1,361	1,475	1,323	2,182	6.341	1,603	2,312	4,173	6,749	14,837	5,690	3,363	2,088	3,702	14,843	4,449
Media margin	\$23,093	\$22,902	\$21,307	\$26,288	\$93,590	\$23,913	\$24,814	\$29,682	\$32,012	\$110,421	\$24,871	\$20,135	\$24,163	\$31,208	\$100,377	\$25,950
Media margin % of revenue	34.7%	32.5%	33.0%	32.9%	33.2%	30.3%	34.7%	37.9%	39.0%	35.5%	35.4%	27.4%	28.1%	31.3%	30.5%	29.1%

(\$ in millions) Reconciliation of media margin from gross profit (exclusive of depreciation and amortization):		2016						2017					2018				
	Q1	QZ	Q3	Q4	FY	Q1	Q2	Q3	04	FY	Q1	QZ	Q3	Q4	FY		
Revenue	38,393	40,016	50,991	53,214	182,614	49,194	51,031	54,942	56,523	211,690	55,989	56,935	66,535	70,821	250,280		
Less: Cost of revenue (exclusive of depreciation and amortization)	28,037	29,102	38,885	37,318	133,340	34,851	36,042	37,780	37,709	146,382	37,619	35,757	41,743	46,440	161,559		
Gross Profit (exclusive of depreciation and amortization)	10,356	10,914	12,106	15,896	49,274	14,343	14,989	17,162	18,814	65,308	18,370	21,178	24,792	24,381	88,721		
Gross Profit (exclusive of depreciation and amortization) % of revenue	27.0%	27.3%	23.7%	29.9%	27.0%	29.2%	29.4%	31.2%	33.3%	30.9%	32.8%	37.2%	37.3%	34,4%	35.4%		
Non-media cost of revenue <sup>(1)</sup>	497	523	1,012	900	2,931	873	709	1,100	889	3,571	1,956	1,864	2,570	3,215	9,605		
Media margin	\$10,853	\$11,437	\$13,118	\$16,796	\$52,205	\$15,216	\$15,698	\$18,262	\$19,703	\$68,879	\$20,326	\$23,042	\$27,362	\$27,596	\$98,326		
Media margin % of revenue	28.3%	28.6%	25.7%	31.6%	28.6%	30.9%	30.8%	33.2%	34.9%	32.5%	36.3%	40.5%	41.1%	39.0%	39.3%		

(1) Represents the portion of cost of revenue (exclusive of depreciation and amortization) not attributable to variable costs paid for media and related expenses.

A-1

# Adjusted EBITDA Reconciliation

(\$ in millions)			2019					2020					2021			2022
Reconciliation of net (loss) income to adjusted EBITDA:	Q1	Q2	Q3	Q4	FY	Q1	Q2	Q3	Q4	FY	Q1	Q2	Q3	Q4	FY	Q1
Net (loss) income	\$1,045	\$715	(\$4,463)	\$956	(\$1,747)	\$408	\$452	\$1,169	\$178	\$2,207	(\$6,258)	(\$5,179)	(\$2,452)	\$3,830	(\$10,059)	(\$2,013)
Income taxes	(35)	-		109	74		-	65	757	822	(1)			247	246	-
Interest expense, net	1,778	1,767	1,719	1,628	6,892	1,532	1,333	1,317	1,168	5,350	1,008	427	405	344	2,184	384
Depreciation and amortization	3,317	3,306	3,642	3,675	13,940	3,733	3,853	3,906	3,810	15,302	3,373	3,366	3,200	3,231	13,170	3,307
Loss on early extinguishment of debt		-							-		2,964	•		-	2,964	
Write-off of long-lived assets, Goodwill impairment	•	•	280	145	425	•	817	•	1	818	•	199	144	11	354	128
Accrued compensation expense for Put/Call Consideration		\$		19 1	-	-	530	654	591	1,775	1,746	881	586		3,213	4
Share-based compensation expense	2,275	2,954	2,790	2,322	10,341	2,397	1,281	1,170	546	5,394	1,231	1,201	1,145	1,184	4,761	988
Acquisition-related costs		448		35	483	47	15	89	22	173		500	2,906	891	4,297	558
Restructuring and certain severance costs	110	250	12	1,596	1,956	•	<i>.</i> *	565	50	615	*	97	133	.*	230	•
Certain litigation and other related costs	489	227	375	1,044	2,135	907	1,115	2,671	4,022	8,715	668	359	295	486	1,808	1,402
One-time items	168	-		17	185	-		-	-	•	-			•		•
Adjusted EBITDA	\$9,147	\$9,667	\$4,343	\$11,527	\$34,684	\$9,024	\$9,396	\$11,606	\$11,145	\$41,171	\$4,731	\$1,851	\$6,362	\$10,224	\$23,168	\$4,754
Revenue	66,561	70,560	64,552	80,011	281,684	78,934	71,509	78,280	81,996	310,719	70,170	73,378	85,858	99,844	329,250	89,063
Adjusted EBITDA % of revenue	13.7%	13.7%	6.7%	14.4%	12.3%	11.4%	13.1%	14.8%	13.6%	13.3%	6.7%	2.5%	7.4%	10.2%	7.0%	5.3%

# Adjusted EBITDA Reconciliation (Contd.)

(\$ in millions)			2017			2018						
Reconciliation of net (loss) income to adjusted EBITDA:	Q1	02	<b>Q</b> 3	04	FY	Q1	92	03	Q4	FY		
Net (loss) income	(\$9,832)	(\$8,276)	(\$10,761)	(\$2,837)	(\$31,706)	(\$5,558)	\$2,645	\$4,462	\$1,643	\$3,192		
income taxes		1.62	-	1	- 44				46	46		
interest expense, net	2,227	2,445	2,426	2,585	9,583	2,394	1,933	1,882	1,925	8,134		
Depreciation and amortization	3,205	3,234	3,297	3,319	13,055	3,331	3,338	3,352	3,153	13,174		
Non-cash loss on amendment of warrants			*	1,005	1,005	- 140	341					
Write-off of long-lived assets, Good will impairment	3,626				3,526				1,517	1,517		
Accrued compensation expense for Put/Call consideration	14	C.C.	8	5	~	192	30					
Share-based compensation expense	6,854	8,094	10,508	5,669	31,125	6,648	2,614	2,593	2,826	14,681		
Acquisition-related costs		1,144	1,799	482	3,425	417	140	119		676		
Restructuring and certain severance costs	668	505	675	269	2,117	2,322	269	-		2,591		
Certain litigation and other related costs		-	3	199	202	46				46		
Adjusted EBITDA	\$6,748	\$7,146	\$7,947	\$10,691	\$32,532	\$9,600	\$10,939	\$12,408	\$11,110	\$44,057		
Revenue	49,194	51,031	54,942	56,523	211,690	55,989	56,935	66,535	70,821	250,280		
Adjusted EBITDA % of revenue	13.7%	14.0%	14.5%	18.9%	15.4%	17.1%	19.2%	18.6%	15.7%	17.6%		

### Fluent, Inc. – Investor Relations www.investors.fluentco.com

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