UNITED STATES

SECUI	RITIES AND EXCHANGE COM WASHINGTON, D.C. 20549	MMISSION
	FORM 8-K	
	CURRENT REPORT	
Pursuant to S	Section 13 or 15(d) of the Securities Ex	change Act of 1934
Date of R	eport (Date of Earliest Event Reported): May 16, 2023
(Ex	FLUENT, INC. act name of registrant as specified in it	s 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 off	iices)	10282 (Zip Code)
Registrant's	s telephone number, including area cod	le: (646) 669-7272
Check the appropriate box below if the Form 8-K filing provisions:	s is intended to simultaneously satisfy the	filing obligation of the registrant under any of the following
 □ Written communications pursuant to Rule 425 under to Soliciting material pursuant to Rule 14a-12 under to Pre-commencement communications pursuant to Rule Pre-commencement communications pursuant to Rule 425 under to Rule 425 unde	the Exchange Act (17 CFR 240.14a-12) Rule 14d-2(b) under the Exchange Act (17	
Securities registered pursuant to Section 12(b) of the	e Act:	
Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.0005 par value per share Indicate by check mark whether the registrant is an eme Rule 12b-2 of the Securities Exchange Act of 1934 (17	erging growth company as defined in Rul	The NASDAQ Stock Market LLC e 405 of the Securities Act of 1933 (17 CFR §230.405) or
Emerging growth company \square		
If an emerging growth company, indicate by check mar revised financial accounting standards provided pursua		he extended transition period for complying with any new or \Box

Item 7.01. Regulation FD Disclosure.

On May 16, 2023, representatives of Fluent, Inc. ("Fluent") are making a presentation at the 18th 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 16, 2024. 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.

Fluent, Inc.

May 16, 2023

By: /s/ Don Patrick

Name:Don Patrick

Title: Chief Executive Officer

(Nasdaq: FLNT) Investor Presentation

May, 2023 Fluent, Inc. | www.fluentco.com

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, filled 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 fillings 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.

(Nasdaq: FLNT) Investor Presentation

Vision

Accelerating growth for the world's leading brands by helping consumers discover and decide.

Purpose

Building and optimizing connections at the center of discovery.

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Over 12 years of experience

Helping leading brands acquire new customers across the omnichannel marketing journey

- Enabling 500+ brands and partners across multiple verticals growth their consumer base.
- 25M MAU across our digital media portfolio with audiences in the US, UK, CA & AU
- 262 employees. Offices in New York, Toronto, Kansas City & Florida.
- Established in 2010. Nasdaq: FLNT.
 Founders hold senior management positions.



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(Nasdaq: FLNT) Investor Presentation



Fluent performance platform

Leader in data-driven digital marketing solutions

Attract and engage consumers to our digital properties via media channels











Brands across verticals, offering pay-for-performance (CPA, CPL, CPI)

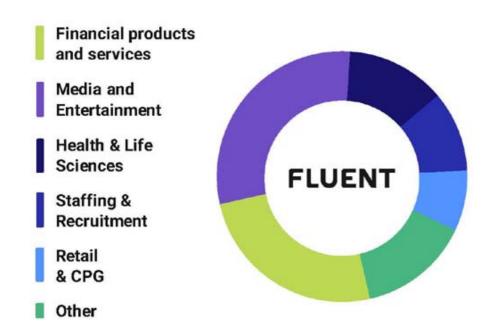


Fluent Platform

Tech + Analytics + CRM

Proprietary platform built on machine learning and data supports growth of all verticals

Fluent's diversified client base

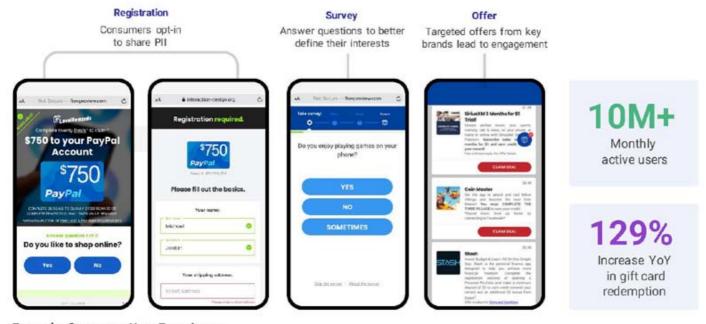




(Nasdaq: FLNT) Investor Presentation



Enabling consumers to earn, win and save



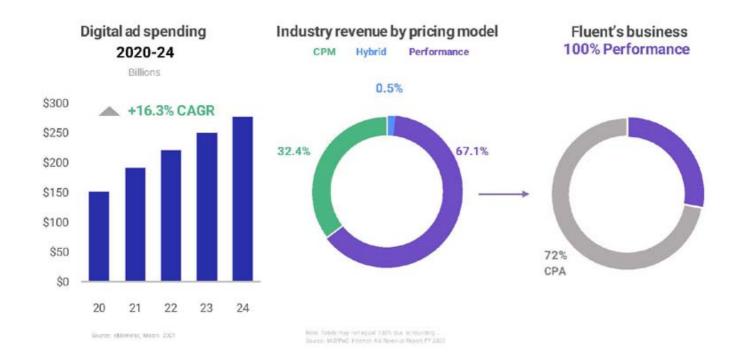
Example: Consumer User Experience

(Nasdaq: FLNT) Investor Presentation

Digital Marketing to become increasingly more Performance Driven



Fluent at the forefront of Market Opportunity



Strategic Growth

Brands + Advertisers

Increase Our Reach

- Develop a Performance Marketing package to build awareness to C-level marketers
- Focus efforts on specific verticals to leverage our new unlocked consumer audiences

Develop Our Platform

- Expand product strategy toward key verticals; Mobile Gaming, Streaming, Subscription and QSR Loyalty
- Leverage data as backbones for increased performance and increased conversions

Strengthen Performance Marketplace

 Become the competitor to beat through increased tech access for marketers

Consumer Audience

Increase Our Reach

- · Introduce new media channels and platforms
- · Expand traffic sources to bring in net new users
- · Extend into new markets + demographics

Develop Our Platform

- · Leverage consumer Insights for better targeting
- Enhance our proprietary analytics + technology stack for enhancing conversions with predictive models

Strengthen Performance Marketplace

- Increase inventory for better consumer personalization
- · Higher engagement

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Quality Consumer Experience Leads to Better Outcomes

Traffic quality initiative

- · Started in 2021 to drive deeper relationships with our consumers.
- · Shifting from higher volume to a quality-based approach.
- · Shedding lower-quality affiliate traffic, currently in a net rebuild.
- Investing (via near-term revenue) to achieve our strategic vision and position Fluent as an industry leader.

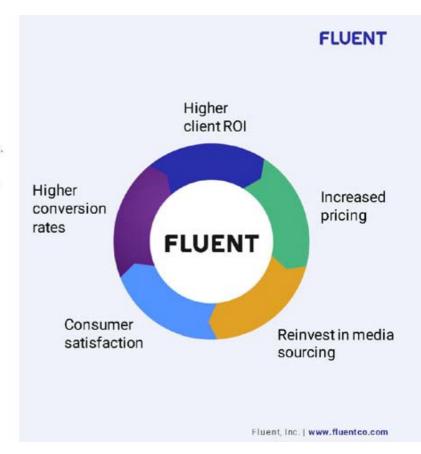
Rapidly evolving industry landscape

- · Consumers: Seeking higher quality digital experiences.
- · Marketers: Demanding more effective & sustainable solutions.
- · Regulators: Legislating for consumer privacy protection.

Long-term strategic opportunity

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

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FLUENT Revenue (1)

(Smil.)

Acquired True North (1/22)

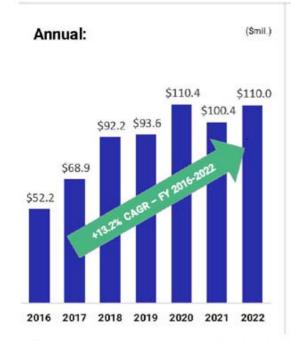
\$98.4

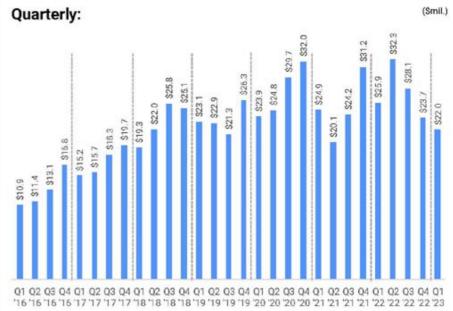
Acquired 100% of Winopoly (9/7/21)

\$85.9



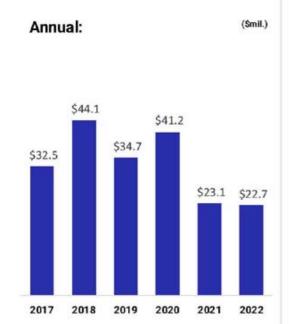
(1) Represents the portion of revenue by IDVCogint actributable to Fluent's business retained following the Red Violet Spin-off,

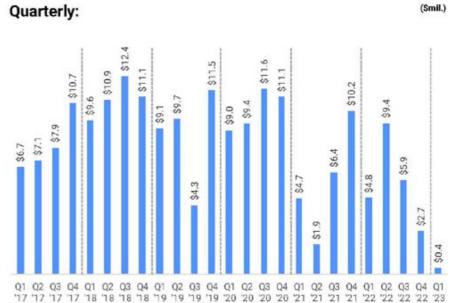




(1) For the definition of Madia Margin and a reconciliation to Gross Profit (exclusive of depreciation and amontization), its most directly comparable financial measure presented in accordance with GAAP,—see the Nor-GAAP financial measures in the Appendix hereto.

Adjusted EBITDA (1)





(1) For the definition of Adjusted EBTDA and a reconciliation from net (loss) income from continuing operations, its most directly comparable financial measure presented in accordance with GAAP, see the Non-GAAP financial measures in the Appendix hereto.

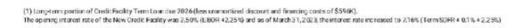
Note: Historical Adjusted EB TDA reported and reconciled from 2017 onward.

Balance Sheet Summary

As of 3/31/2023

Asset	\$M
Cash	\$26.6
Other Current Assets	\$63.6
PP&E	\$0.9
Goodwill & Intangibles	\$57.0
Other Long-term Assets	\$6.4
Total Assets	\$154.5

Liabilities & S/H Equality	\$M
Current Liabilities	\$48.4
Current Portion LT Debt	\$5.0
Long-Term Debt, Net ⁽¹⁾	\$34.4
Other Long-Term Liabilities	\$3.7
Shareholders' Equity	\$63.0
Total Liabilities & Shareholders' Equity	\$154.5



Investment Highlights

Leading digital performance marketplace

- · 500+ advertiser clients
- · 1.2MM billable actions daily

Massive market opportunity

- \$150+ Bil. US digital ad spend
- · Accelerating shift to digital and performance
- CMO need for measurable ROAS demand for true "performance" marketing

Competitive Advantages

- · Expansive reach with omnichannel marketing permissions
- · Large, proprietary database 1st-party user insights and preferences
- · Proprietary analytics, ad serving and direct marketing technologies

Leverageable business model

- Scalable platform enables expansion into new markets and client verticals
- · High incremental margins leverageable operating base

Strong Financial profile

- FY2016-2021 CAGRs of 12.5% revenue, 14% media margin⁽¹⁾
- · Robust conversion of Adj. EBITDA to cash flow from operations
- · Solid balance sheet

(1) For the definition of Media Margin and a reconciliation to Gross Profit (exclusive of depreciation and amortization), its most directly comparable financial measure presented in accordance with GAAP, see the Non-GAAP financial measures in the Appendix hardro.



Non-GAAP Financial Measures

Forward-Looking Statements Safe Harbor

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 so 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 lititation 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 viewed 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 costs associated with legal matters outside the ordinary course of business, including costs and accruals 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.

(Nasdaq: FLNT) Investor Presentation

Media Margin Reconciliation

(\$ in millions)			2020					2021			2022						
Reconciliation of media margin from gross profit (exclusive of depreciation and amortization):	01	02	03	04	iv	01	02	Q3	04	EY	Q1	02	03	04	FV	01	
Revenue	78,934	71,509	78,280	81,996	310,719	70,171	73,377	85,658	99,844	329,250	89,06	3 98,3	61 89,04	6 84,664	361,134	77,254	
Less: Cost of revenue (exclasive of depreciation and amortization)	56,624	49,007	52,771	56,733	215,135	50,990	56,605	63,783	72,338	249,716	67,56	2 70,0	26 65,27	0 64,629	267,487	58,272	
Gross Profit (exclusive of depreciation and amortization)	22,310	22,502	25,509	25,263	95,584	19,181	16,772	22,075	27,506	85,534	21,50	1 28,3	35 23,77	6 20,035	93,647	18,982	
Gross Profit (exclusive of depreciation and amortization) 3: of revenue	28.3%	31.5%	32.5%	30.8%	30.8%	27.3%	22.9%	25.7%	27.5%	26.0%	24.11	5 28.5	26.7	23.7%	25.9%	24.6%	
Non-media cost of revanue ⁽¹⁾	1,603	2,312	4,173	6,749	14,837	5,690	3,363	2,088	3,702	14,843	4,44	9 3,97	4 4,29	3,679	16,392	2,981	
Media margin	\$23,913	\$24,814	\$29,682	\$32,012	\$110,421	\$24,871	\$20,135	\$24,163	\$31,208	\$100,377	\$25,9	50 \$32,1	09 \$28,0	66 \$23,714	\$110,039	\$21,963	
Media margin % of revenue	30.3%	34.7%	37.9%	39.0%	35.5%	35.4%	27.4%	28.1%	31.3%	30.5%	29.15	32.1	31.5	28.0%	30.5%	28.4%	
(\$ in millions)				2017		2018					2019						
Reconciliation of media margin from gross pro of depreciation and amortization);	fit (actualyo	Q1	Q?	03	Q4	PV .	01	Q2	Q3	04	FY	Q1	Q2	Q3	Q4	FY	
Revenue		49,194	51,031	54,942	56,523	211,690	55,989	56,935	66,535	70,821	250,280	66,561	70,560	64,552	80,011	281,684	
Less: Cost of revenue (exclusive of depreciation and amortization)		34,857	36,042	37,780	37,709	146,382	37,619	35,757	41,743	46,440	161,559	44,829	49,133	44,568	55,905	194,435	
Gross Profit (exclusive of depreciation and amortization)		14,343	14,989	17,162	18,914	65,308	18,370	21,178	24,792	24,381	89,721	21,732	21,427	19,984	24,105	87,249	
Gross Profit (exclusive of depreciation and amortization) % of revenue		29.2%	29.4%	31.2%	33.3%	30.9%	32.8%	37.2%	37.3%	34.4%	35.4%	32.6%	30.4%	31.0%	30.1%	31.0%	
Non-media cost of revenue ⁽¹⁾		873	709	1,100	889	3,571	1,956	1,864	2,570	3,215	9,605	1,361	1,475	1,323	2,182	6,341	
Media margin		\$15,216	\$15,698	\$18,262	\$19,703	\$68,879	\$20,326	\$23,042	\$27,362	\$27,596	\$98,326	\$23,093	\$22,902	\$21,307	\$26,288	\$93,590	
Media margin % of revenue		30.9%	30.8%	33.2%	34.9%	32.5%	35.3%	40.5%	41.1%	39.0%	39.3%	34.7%	32.5%	33.0%	32.9%	33.2%	

Adjusted EBITDA Reconciliation

(\$ in millions)			2020					2021				20		2023		
Reconciliation of net (loss) income to Adjusted EBITDA:	QT	Q2	Q3	QI	FY	Q1	02	q3	04	FY	QT	Q2	03	Q4	FΥ	Q1
Net (loss) income	\$408	\$452	\$1,169	\$178	\$2,207	(\$6,258)	(\$5,179)	(\$2,452)	\$3,830	(\$10,059)	(\$2,013)	(\$56,944)	\$3,113	(\$67,488)	(\$123,332)	(\$31,943
income taxes			65	757	822	(1)	-		247	246		5,122	(3,003)	(343)	1,776	101
interest expense, net	1,532	1,333	1,317	1,168	5,350	1,008	427	405	344	2,184	384	430	517	634	1,965	689
Depreciation and amortization	3,733	3,853	3,906	3.810	15,302	3,373	3,366	3.200	3,231	13,170	3,307	3,332	3,398	3,177	13,214	2.359
Loss on early extinguishment of debt			-	-		2,964	-			2,964	-		. 7.			-
Write-off of long-lived assets, Goodwill impairment	(4)	817		1	818	-	199	144	11	354	128	55,400	3	55,727	111,255	25,700
Loss on disposal of property and equipment		18	3				- 55			5		21	(2)	- 9	19	
Accrued compensation expense for Put/Call Consideration	14	530	654	591	1,775	1,746	881	586	14	3,213	=	14	12	20		12
Share-based compensation expense	2,397	1,281	1,170	546	5,394	1,231	1,201	1,145	1,184	4,761	988	863	801	1,440	4,092	1,061
Acquisition-related costs	47	15	89	22	173	-	500	2,906	891	4,297	558	579	536	574	2,247	623
Restructuring and certain severance costs	-	-	565	50	615	-	97	133		230	-	38	+	376	414	480
Certain litigation and other related costs	907	1,115	2,671	4,022	8,715	568	359	295	486	1,808	1,402	596	504	8,577	11,079	1,378
Adjusted EBITDA	\$9,024	\$9,396	\$11,606	\$11,145	\$41,171	\$4,731	\$1,851	\$6,362	\$10,224	\$23,168	\$4,754	\$9,437	\$5,864	\$2,674	\$22,729	\$448
Revenue	78,934	71,509	78,280	81,996	310,719	70,170	73,378	85,858	99,844	329,250	89,063	98,361	89,046	84,664	361,134	77,254
Adjusted EBITDA % of revenue	11.4%	13.1%	14.8%	13.6%	13.3%	6.7%	2.5%	7.4%	10.2%	7.0%	5.3%	9.6%	6.6%	3.2%	6.3%	6.6%

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Adjusted EBITDA Reconciliation (Contd.)

(\$ in millions)			2017					2018			2019					
Reconciliation of net (loss) income to Adjusted EBITDA:	Q1	92	Q3	04	ry	01	02	Q3	04	PY.	01	QZ	03	04	FY	
Net (loss) income	(\$9,832)	(\$8,276)	(\$10,761)	(\$2,837)	(\$31,706)	(\$5,558)	\$2,645	94,462	\$1,643	\$3,192	\$1,045	\$715	(\$4,463)	\$956	(\$1,747)	
Income taxes	15	1	154	14	-	25	14		46	46	(35)	74	-	109	74	
interest expense, not	2,227	2,445	2,426	2,585	9,683	2,394	1,933	7,882	1,925	8,134	1,778	1,767	1,719	7,628	6,892	
Depreciation and amortization	3,205	3,234	3,297	3,319	13,055	3,331	3,338	3,352	3,153	13,174	3,317	3,306	3,642	3,675	13,940	
Non-cash loss on amendment of warrants	- 55			1,005	1,005		1/2	7/4	150	-	1/2	-	-	-	-	
Write-off of long-lived assets, Goodwill impairment	3.626	100	(3.5)	1.0	3,626		8.6	1.0	1,517	1,517		3.	280	145	425	
Accrued compensation expense for Put/Call consideration	•		(*)	5.6	7.	59	19	.+	19	18	.*	.+		,	14.	
Share-based compensation expense	6,854	8,094	10,508	5,669	31,125	6,648	2,614	2,593	2,826	14,681	2,275	2,954	2,790	2,322	10,341	
Acquisition-related costs		1,144	1,799	482	3,425	417	140	119	+	676		448		35	483	
Restructuring and certain severance costs	668	505	675	269	2,117	2,322	269	1.0		2,591	110	250		1,596	1,956	
Certain litigation and other related costs			3	199	202	46	4	12	1.	46	489	227	375	1,044	2,135	
One time items (1)	+0					- 4	14	-			168			17	185	
Adjusted EBITDA	\$6,748	\$7,146	\$7,947	\$10,691	\$32,532	\$9,600	\$10,939	\$12,408	\$11,110	\$44,057	\$9,147	\$9,667	\$4,343	\$11,527	\$34,684	
Revenue	49,194	51,031	54,942	56,523	211,690	55,989	56,935	66,535	70,821	250,280	66,561	70,560	64,552	80,011	281,684	
Adjusted EBITDA'S of revenue	13.7%	14.0%	14.5%	18.9%	15.4%	17.1%	19.2%	18.6%	15.7%	17.6%	13.7%	13.7%	6.7%	14,4%	12.3%	

(Nasdaq: FLNT) Investor Presentation

Fluent, Inc. - Investor Relations

www.investors.fluentco.com InvestorRelations@fluentco.com (212) 785-0431

FLUENT