FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

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1. Name and Addr Conlin Matt		g Person [*]	2. Issuer Name and Ticker or Trading Symbol <u>Fluent, Inc.</u> [FLNT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)								
				X Director X 10% Owner								
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/25/2022	X Officer (give title Other (specify below) below)								
C/O FLUENT, INC.			00/23/2022	Chief Customer Officer								
300 VESEY STREET, 9TH FLOOR			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)								
(Street)				X Form filed by One Reporting Person								
NEW YORK	Street) NEW YORK NY 10282			Form filed by More than One Reporting Person								
(City)	(State)	(Zip)	Rule 10b5-1(c) Transaction Indication	Rule 10b5-1(c) Transaction Indication								
			Check this boy to indicate that a transaction was made nursuan	Check this box to indicate that a transaction was made pursuant to a contract instruction or written plan that is intended to								

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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)				ed (A) or tr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(1150.4)	(Instr. 4)
Common Stock	08/25/2022		J ⁽¹⁾		88,357	D	\$0	17,768	I	Held by Matthew Conlin 2020 A Grantor Retained Annuity Trust. ⁽²⁾
Common Stock	08/25/2022		J ⁽¹⁾		88,357	A	\$ <mark>0</mark>	6,217,573	D	
Common Stock	08/25/2022		J(3)		463,877	D	\$0	93,282	I	Held by Matthew Conlin 2020 B Grantor Retained Annuity Trust. ⁽⁴⁾
Common Stock	08/25/2022		J ⁽³⁾		463,877	A	\$0	6,681,450	D	
Common Stock	11/18/2022		J ⁽⁵⁾		429,000	D	\$0	6,252,450	D	
Common Stock	11/18/2022		J(2)		429,000	A	\$0	429,000	I	Held by Matthew Conlin 2022 Grantor Retained Annuity Trust ⁽⁶⁾
Common Stock	01/24/2023		J ⁽⁷⁾		93,282	D	\$0	0	I	Held by Matthew Conlin 2020 B Grantor Retained Annuity Trust ⁽⁴⁾
Common Stock	01/24/2023		J ⁽⁷⁾		93,282	A	\$0	343,282 ⁽⁸⁾	I	Held by 2017 Conlin Shakira

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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 Disposed Of	Acquire (D) (Ins	ed (A) or tr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)	
										Family Trust.	
Common Stock	03/09/2023		G ⁽⁹⁾		17,768	D	\$0	0	I	Held by Matthew Conlin 2020 A Grantor Retained Annuity Trust ⁽²⁾	
Common Stock	03/09/2023		G ⁽⁹⁾		17,768	A	\$0	361,050 ⁽⁸⁾	I	Held by 2017 Conlin Shakira Family Trust.	
Common Stock	05/19/2023		р		40,000	A	\$0.6792(10)	147,570	I	Held by Conlin Family Foundatior Trust. ⁽¹¹⁾	
Common Stock								2,000,000	I	Held by RSMC Partners, LLC. ⁽¹²⁾	

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	Exercise (Month/Day/Year) if any ce of ivative (Month/Day/Year)		Code (Instr. 8)		Number		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	Title	Amount or Number of Shares				

Explanation of Responses:

1. Transfer of annuity shares from the Matthew Conlin 2020 Grantor Retained Annity Trust A ("GRAT A") to the Reporting Person.

2. The Reporting Person is the Trustee of of the GRAT A and in such capacity has the the right to vote and dispose of securities held by such trust.

3. Transfer of annuity shares from the Matthew Conlin 2020 Grantor Retained Annity Trust B ("GRAT B") to the Reporting Person.

4. The Reporting Person is the Trustee of the GRAT B and in such capacity has the right to vote and dispose of the securities held by such trust.

5. The Reporting Person transferred shares to the Matthew Conlin 2022 Grantor Retained Annuity Trust ("2022 GRAT"),

6. The Reporting Person is the Trustee of the 2022 GRAT and in such capacity has the right to vote and dispose of the securities held by such trust.

7. Transfer of shares from GRAT B to the 2017 Conlin Shakira Family Trust.

8. The Reporting Person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

9. Gift from GRAT A to the 2017 Conlin Shakira Family Trust

10. This purchase price reflects a weighted average of multiple prices ranging from \$0.6501 to \$0.680. Full information regarding the number of shares purchased at each price will be provided to the Securities and Exchange Commission staff, the Issuer or any security holder of the Issuer upon request.

11. The Reporting Person is the Co-Trustee of the Conlin Family Foundation Trust and in such capacity has the shared right to vote and dispose of the securities held by such trust.

12. The Reporting Person is a Member of RSMC Partners, LLC.

/s/ Matthew Conlin

<u>05/30/2023</u>

** 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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