

**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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Conlin Matthew</u>  (Last) (First) (Middle) C/O FLUENT, INC. 33 WHITEHALL STREET, 15TH FLOOR  (Street) NEW YORK NY 10004  (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)  President
	3. Date of Earliest Transaction (Month/Day/Year) 05/14/2018	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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	05/14/2018		P		9,523	A	\$2.423 <sup>(1)</sup>	4,452,903	D	
Common Stock	05/15/2018		P		21,000	A	\$2.495 <sup>(2)</sup>	4,473,903	D	
Common Stock	05/16/2018		P		14,077	A	\$2.605 <sup>(3)</sup>	4,487,980	D	
Common Stock								480,000 <sup>(4)</sup>	D	
Common Stock								80,000 <sup>(5)(6)</sup>	D	
Common Stock <sup>(6)(7)</sup>								50,000 <sup>(6)(7)</sup>	D	
Common Stock <sup>(6)(8)(9)</sup>								550,000 <sup>(6)(8)(9)</sup>	D	
Common Stock								2,000,000	I	Held by RSMC Partners, LLC of which the Reporting Person is a member. <sup>(10)</sup>
Common Stock								1,077,040	I	Held by GRAT in which reporting person is Sole Trustee <sup>(11)</sup>
Common Stock								20,000	I	Held by Conlin Family Foundation Trust in which the Reporting Person serves as co-trustee <sup>(12)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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:**

1. Represents the average purchase of the acquired shares. The highest price at which a purchase was made is \$2.50; the lowest price at which a purchase was made is \$2.35.
2. Represents the average purchase of the acquired shares. The highest price at which a purchase was made is \$2.60; the lowest price at which a purchase was made is \$2.35.
3. Represents the average purchase of the acquired shares. The highest price at which a purchase was made is \$2.65; the lowest price at which a purchase was made is \$2.55.
4. On March 27, 2018, the Reporting Person received a grant of 480,000 deferred stock units, convertible into common stock of the Issuer on a one-for-one basis under the Issuer's Stock Incentive Plan, which vest immediately but with delivery of the underlying shares in three annual installments commencing on March 27, 2019, which delivery may be ended if the Reporting Person is terminated for cause.
5. On March 20, 2018, the Reporting Person received a grant of 80,000 restricted stock units ("RSUs"), convertible into common stock of the Issuer on a one-for-one basis under the Issuer's 2015 Stock Incentive Plan. The RSUs will vest in three equal annual installments, beginning on March 1, 2019.
6. The Reporting Person has elected to defer delivery of any vested RSUs until the reporting person's separation of service from the Company or a Change of Control.
7. On April 13, 2017, the Reporting Person received a grant of 50,000 RSUs, convertible into common stock of the Issuer on a one-for-one basis. The RSUs vest in three approximately equal installments on February 1, 2018, 2019 and 2020, subject to accelerated vesting under certain conditions.
8. On December 8, 2015, the Reporting Person received a grant, subject to stockholder approval, of 550,000 RSUs, convertible into common stock of the Issuer on a one-for-one basis. Stockholder approval was obtained on June 1, 2016. The RSUs are subject to vesting over a three-year period of 30% on January 1, 2017, 30% on January 1, 2018 and 40% on January 1, 2019 (the "Time Conditions") provided, however, that no tranche of RSUs will vest until it is determined that the Issuer has exceeded certain revenue targets and achieved positive EBITDA in any one fiscal year during the vesting period (the "Performance Conditions"). The Issuer determined the Performance Conditions were met effective March 14, 2017. Any subsequent tranches will vest in accordance with the Time Conditions.
9. The RSUs will immediately vest upon (i) a Change of Control, or (ii) the reporting person's death or disability.
10. Held by RSMC Partners, LLC of which the Reporting Person is a member.
11. Held by GRAT in which reporting person is Sole Trustee.
12. Held by Conlin Family Foundation Trust in which the Reporting Person serves as co-trustee.

**Remarks:**

/s/ Matthew Conlin

05/17/2018

\*\* 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.**