

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Schedule 14A

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under § 240.14a-12

FLUENT, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required
 - Fee paid previously with preliminary materials
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a- 6(i)(1) and 0-11
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Your **Vote** Counts!

FLUENT, INC.

2025 Annual Meeting
Deadline to vote prior to the
Annual Meeting is June 17, 2025
11:59 PM ET

FLUENT, INC.
300 VESEY STREET, 9TH FLOOR
NEW YORK, NEW YORK 10282



V73065-P28705

You invested in FLUENT, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the stockholder meeting to be held on June 18, 2025.**

Get informed before you vote

View the Notice, Proxy Statement and 2024 Annual Report online at www.ProxyVote.com OR you can receive a free paper or email copy of the material(s) by requesting prior to June 4, 2025. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and
vote without entering a
control number



Vote Virtually at the Meeting*

June 18, 2025
11:00 a.m. Eastern Time

Virtually at:
www.virtualshareholdermeeting.com/FLNT2025

*Please check the meeting materials for any special requirements for meeting attendance.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommendations
1. To elect seven directors. Nominees:	
1a. Matthew Conlin	✔ For
1b. James P. Geygan	✔ For
1c. David A. Graff	✔ For
1d. Barbara Shattuck Kohn	✔ For
1e. Donald Mathis	✔ For
1f. Richard C. Pfenniger, Jr.	✔ For
1g. Ryan Schulke	✔ For
2. Approve, on an advisory basis, the 2024 compensation of the Company's named executive officers (Say-on-Pay).	✔ For
3. Ratify the appointment of Grant Thornton LLP as the Company's independent registered public accounting firm for the year ending December 31, 2025.	✔ For
4. Approve, for the purposes of complying with Nasdaq Listing Rules 5635(b) and 5635(c), pre-funded warrants issued pursuant to those certain securities purchase agreements dated as of November 29, 2024 to certain of the Company's directors and/or officers and any shares of the Company's common stock issuable upon exercise thereof.	✔ For
5. Approve, for the purposes of complying with Nasdaq Listing Rules 5635(b) and 5635(c), pre-funded warrants issued pursuant to those certain securities purchase agreements dated as of March 19, 2025 to certain of the Company's directors and/or officers and any shares of the Company's common stock issuable upon exercise thereof.	✔ For
6. Approve, for the purposes of complying with Nasdaq Listing Rules 5635(b), 5635(c) and 5635(d), convertible subordinated promissory notes issued pursuant to those certain securities purchase agreements dated as of August 19, 2024 to certain of the Company's directors and/or officers, and in certain cases affiliates of such persons, and a principal stockholder of the Company and the conversion of such notes into shares of the Company's common stock in excess of the share cap on conversion and any future adjustments of the Conversion Price of such notes.	✔ For
7. Approve an amendment to the Fluent, Inc. 2022 Omnibus Equity Incentive Plan to increase the number of shares of common stock reserved thereunder to 3,666,666 shares from 1,666,666 shares.	✔ For
8. Approve the adjournment of the annual meeting, if necessary or advisable, to solicit additional proxies in favor of any of the foregoing proposals if there are not sufficient votes to approve any such proposals.	✔ For
NOTE: Such other business as may properly come before the meeting or any adjournment thereof will be voted on by the proxy holder in his discretion.	

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Delivery Settings".