

**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): March 27, 2020

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

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 1.01 Entry into a Material Definitive Agreement

On April 1, 2020, Fluent, LLC entered into Limited Consent and Amendment No. 11 to Credit Agreement (the "Amendment"), among Fluent, LLC, as Borrower, Fluent, Inc. (the "Company"), certain subsidiaries of the Company party thereto, the financial institutions party thereto, as lenders, and Whitehorse Finance, Inc., as Administrative Agent, amending the term loan facility originally dated as of December 8, 2015. The Amendment modified certain provisions to accommodate the Company's entry into the Winopoly Transaction, described further in Item 8.01 below.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On March 27, 2020, Peter Benz submitted a notice of his resignation from the Company's Board of Directors, effective April 1, 2020. Mr. Benz was the chair of the Audit Committee and a member of the Compensation and Corporate Governance and Nominating Committee of the Board of Directors. Mr. Benz's decision to resign was not due to any disagreement with the Company on any matter relating to its operations, policies or practices.

Item 8.01. Other Events.

On March 30, 2020, the Board appointed director and Audit Committee member Barbara Shattuck Kohn as chair of the Audit Committee.

On April 1, 2020, the Company, through a wholly owned subsidiary, acquired a 50% interest in Winopoly, LLC, a New York limited liability company (the "Winopoly Transaction").

A press release announcing the Winopoly Transaction was issued on April 2, 2020, is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release, dated April 2, 2020

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.

April 2, 2020

By: /s/ Ryan Schulke
Name: Ryan Schulke
Title: Chief Executive Officer

Fluent, Inc. Announces Acquisition of 50% Stake in Winopoly, LLC

NEW YORK, April 2, 2020 — Fluent, Inc. (NASDAQ: FLNT), a leading performance marketing company, announced today that it has acquired a 50% stake in Winopoly, LLC, a marketplace matching consumers to brands through rewarded content and interactive experiences. This strategic investment will bolster Fluent’s ability to provide end-to-end customer acquisition solutions to a growing roster of top brands.

“We are thrilled to welcome Luciano Rammairone and the team at Winopoly,” said Ryan Schulke, CEO of Fluent. “With its flagship media property and impressive live agent capabilities, Winopoly will enable us to further expand our media footprint and develop products that deliver more customers to our advertisers.”

Specializing in personalized consumer engagement, Winopoly will support Fluent in its continued mission to deliver economically efficient and scalable customer acquisition solutions across growing digital mediums. “Access to Winopoly’s media inventory and contact center technology, which enables agents to work from home, gives Fluent a great advantage in providing value to existing and future partners,” added Mr. Schulke.

“I am eager and excited to work alongside the Fluent team to enhance and expand consumer engagement and create new and impactful touchpoints for Fluent’s loyal consumers and its partners,” said Luciano Rammairone, Founder and CEO of Winopoly.

Luciano Rammairone is an entrepreneur with over 20 years of experience cultivating and curating meaningful online marketplaces from startup to growth and exit. He has founded three successful companies since 1999, including ClassesUSA, which was sold to Experian Interactive in 2005.

About Fluent, Inc.

Fluent, Inc. (NASDAQ: FLNT) is a leading performance marketing company with an expertise in creating meaningful connections between consumers and brands. Leveraging our proprietary first-party data asset of opted-in consumer profiles, Fluent, Inc. drives intelligent growth strategies that deliver superior outcomes. Founded in 2010, the company is headquartered in New York City.

About Winopoly

Winopoly, LLC is a performance-based publishing company that specializes in consumer engagement through sustainable and productive digital meeting places bringing buyers and sellers together. We combine state-of-art art technology and the power of mobile communications to present impactful product and services opportunities to our members.

Forward-Looking Statements

This press release contains “forward-looking statements,” as that term is defined under the Private Securities Litigation Reform Act of 1995 (PSLRA), which statements may be identified by words such as “expects,” “plans,” “projects,” “will,” “may,” “anticipate,” “believes,” “should,” “intends,” “estimates,” and other words of similar meaning. Such forward looking statements are subject to risks and uncertainties that are often difficult to predict, are beyond our control and which may cause results to differ materially from expectations. Factors currently known to management that could cause actual results to differ materially from those in forward-looking statements include the following: the retention of key employees of Winopoly; the ability of Fluent to successfully integrate Winopoly to achieve expected benefits; the ability to maintain and grow key Winopoly client relationships; the ability to develop new products and services and enhance existing ones; competition; the potential effects of existing and new laws, rules or regulations; failure to maintain the integrity of systems and infrastructure through integration; and failure to adequately protect intellectual property rights or allegations of infringement of intellectual property rights. Readers are cautioned not to place undue reliance on these forward-looking statements, which are based on our expectations as of the date of this press release and speak only as of the date of this press release. Readers are also advised to consider the factors under the heading “Forward-Looking Statements” and “Risk Factors” in the Company’s Annual Report on Form 10-K, as may be supplemented or amended by the Company’s Quarterly Reports on Form 10-Q and other SEC filings. The Company undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise, except as required by law.

Contact Information:

Investor Relations
Fluent, Inc.
(917) 310-2070
InvestorRelations@fluentco.com