

**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): September 1, 2021

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

Effective September 1, 2021, Fluent, LLC entered into Amendment No. 1 to its Credit Agreement (the "Amendment"), among Fluent, LLC, as Borrower, Fluent, Inc. (the "Company"), certain subsidiaries of the Company party thereto, the lenders party thereto, and Citizens Bank, N.A., as Administrative Agent, amending the credit agreement originally dated as of March 31, 2021. The Amendment modified certain provisions to accommodate the Company's entry into the Winopoly Transaction, described further in Item 8.01 below.

Item 8.01. Other Events.

Effective September 1, 2021, the Company, through a wholly owned subsidiary, acquired the remaining 50% interest in Winopoly, LLC, a New York limited liability company (the "Winopoly Transaction"). The Company acquired the initial 50% interest on April 1, 2020.

A press release announcing the Winopoly Transaction was issued on September 7, 2021, 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 September 7, 2021
104	Cover Page Interactive Data File (formatted as Inline XBRL)

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.

September 7, 2021

By: /s/ Donald Patrick
Name: Donald Patrick
Title: Interim Chief Executive Officer

Fluent Strengthens Customer Acquisition Capabilities for its Growing Roster of Global Brands with Full Acquisition of Winopoly, LLC

Leading Performance Marketing Company Also Launches Fluent Sales Solutions – a New Business Division Focused on Delivering End-to-End Omnichannel Consumer Acquisition Solutions to Advertisers

NEW YORK, September 7, 2021 (GLOBE NEWSWIRE) — Fluent, Inc. (NASDAQ: FLNT), a leading performance marketing company, announced today that it has fully acquired Winopoly, LLC. A complementary marketplace matching consumers to brands through engaging content and live agent solutions, the acquisition of Winopoly augments Fluent’s existing capabilities.

Fluent acquired a 50% stake in Winopoly on April 1, 2020. With this full acquisition, Fluent accelerates its ability to provide end-to-end, personalized customer acquisition solutions to a growing roster of top-tier, global brands.

To maximize the company’s evolving capabilities, Fluent is also launching Fluent Sales Solutions, a new business division designed to reach consumers shopping within high-consideration categories including Medicare, Life Insurance, Auto Insurance, Home Services, Financial Services, and Legal Services. With the full integration of Winopoly, Fluent Sales Solutions will enable companies within these categories to engage high-intent consumers via their preferred channels – digital, live agent, and traditional offline.

“We are thrilled to onboard the Winopoly team and fully integrate these colleagues into our launch of Fluent Sales Solutions,” said Matthew Conlin, Chief Customer Officer and Co-Founder of Fluent. “With over 25 years of experience in call center management and best-in-class compliance protocols, the Winopoly team will enable us to further expand our media footprint and develop products that drive value and accelerated growth for world class brands in the US and abroad.”

“I am proud and excited about what both teams have been able to accomplish in a short 18 months - we established foundational “anchor/premier” partnerships in which Fluent and our brand partners sit together to co-author strategies that will accelerate sales. I look forward to continuing to grow those partnerships – as well as fostering new ones.” said Luciano Rammairone, Winopoly’s Founder.

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