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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

**FORM 12b-25**

**NOTIFICATION OF LATE FILING**

(Check one):  Form 10-K  Form 20-F  Form 11-K  Form 10-Q  Form N-SAR  Form N-CSR

For Period Ended: September 30, 2023

- Transition Report on Form 10-K
- Transition Report on Form 20-F
- Transition Report on Form 11-K
- Transition Report on Form 10-Q
- Transition Report on Form N-SAR

For the Transition Period Ended:

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the item(s) to which the notification relates:

**PART I -- REGISTRANT INFORMATION**

**FLUENT, INC.**

Full Name of Registrant

Not Applicable

Former Name if Applicable

300 Vesey Street, 9th Floor

Address of Principal Executive Office (Street and Number)

New York, New York 10282

City, State and Zip Code

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**PART II -- RULES 12b-25(b) AND (c)**

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

(a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;

(b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and

(c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

**PART III -- NARRATIVE**

The Quarterly Report on Form 10-Q for the three months ended September 30, 2023 (the "Quarterly Report") of Fluent, Inc. (the "Company") could not be filed within the prescribed time period without unreasonable effort or expense. As previously disclosed, the Company's wholly owned subsidiary, Fluent, LLC, is party to a credit agreement (as amended, modified, extended, restated, replaced, or supplemented from time to time, the "Credit Agreement") with Citizens Bank, N.A. ("Citizens Bank") as administrative agent, lead arranger and bookrunner. The Company has been in discussions with Citizens Bank concerning a Temporary Waiver Under Credit Agreement (the "Waiver") to address the Company's non-compliance with a financial covenant in the Credit Agreement as of September 30, 2023. The parties executed the Waiver on November 15, 2023, which is reflected in the Quarterly Report filed concurrently with this notification.

**PART IV -- OTHER INFORMATION**

(1) Name and telephone number of person to contact in regard to this notification

Dan Barsky  
(Name)

(646)  
(Area Code)

356-8455  
(Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s). Yes  No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof? Yes  No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

See Quarterly Report filed concurrently with this Notification.

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**Fluent, Inc.**

(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: November 15, 2023

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