

**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): October 11, 2022

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

(d) Election of Directors

On October 6, 2022, the Board of Directors (the "Board") of Fluent, Inc. (the "Company") appointed David A. Graff and Richard C. Pfenniger, Jr. as directors of the Company. Neither Mr. Graff nor Mr. Pfenniger have been assigned to a Board committee at the time of this filing.

Mr. Graff is currently Google's Vice-President, Global Policy and Standards, responsible for implementing content and behavioral policy across all Google products. Prior to Google, Mr. Graff served as the CEO of Online Intelligence, a technology start-up. Previously, Mr. Graff was Chief Legal Officer for private equity backed Edison Schools, Inc. where he managed the company's IPO and served as corporate secretary and securities compliance officer. Mr. Graff serves on the board of advisors to CapitalG, Google's independent growth fund, consulting on investments and issues related to digital fraud and abuse. In addition, he currently sits on the Board of Visitors for The Georgetown University Law Center.

Mr. Pfenniger is a private investor with significant executive and operating experience in life science, healthcare and education fields. Mr. Pfenniger served as the Chairman of the Board of Directors and President and Chief Executive Officer of Continucare Corporation, a provider of primary care physician services, from 2003 until the company was acquired in 2011. During his tenure as CEO, Continucare's share price increased approximately tenfold. Prior to Continucare, Mr. Pfenniger served as Chief Executive Officer and Vice Chairman of Whitman Education Group, Inc., as well as an executive officer of IVAX Corporation, serving as its Chief Operating Officer and its Senior Vice President – Legal Affairs and General Counsel. Mr. Pfenniger currently serves as a director on several health, pharmaceutical and medical company boards, including: OPKO Health, Inc., Asensus Surgical, Inc., Cocrystal Pharma, Inc., and Sema4 Holdings, Inc. He also serves as the Vice Chairman of the Board of Trustees of the Phillip and Patricia Frost Museum of Science in Miami, Florida and is a member of its Executive Committee.

Neither Mr. Graff nor Mr. Pfenniger is a party to any related party transaction reportable under Item 404(a) of Regulation S-K. Mr. Graff and Mr. Pfenniger will participate in the Company's non-employee director compensation program, which is described in the Company's Definitive Proxy Statement filed with the U.S. Securities and Exchange Commission on May 2, 2022.

Item 7.01 Regulation FD Disclosure

A copy of the press release announcing the events described in Item 5.02(d) above 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, issued October 11, 2022
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

October 11, 2022

Fluent, Inc.

By: /s/ Donald Patrick

Name: Donald Patrick

Title: Chief Executive Officer

Fluent, Inc. Appoints David A. Graff and Richard C. Pfenniger, Jr. to Board of Directors

Seasoned Executives in Leading High-Value, Rapid-Growth Company Initiatives Join Fluent Board

NEW YORK, October 11, 2022 (Global Newswire) — Fluent, Inc. (NASDAQ: FLNT), a leading data-driven performance marketing company, today announced that the Board of Directors has appointed David A. Graff and Richard C. Pfenniger, Jr. as Directors of the Company.

“Given Richard’s experience in successfully growing revenue and shareholder value in public companies of similar size to Fluent, along with David’s background in our performance marketing industry – including a track record of driving high-quality, consumer experience initiatives – we are augmenting our Board with unique perspectives and expertise that is quite complementary to the current members,” said Ryan Schulke, Chairman & Chief Strategy Officer. “We are excited to welcome David and Richard to the team and look forward to their contributions as we continue to profitably grow and evolve our business strategy.”

Mr. Graff is currently Google’s Vice President, Global Policy and Standards, responsible for implementing content and behavioral policy across all Google products. Prior to Google, Mr. Graff served as Chief Executive Officer of Online Intelligence, a technology start-up. Previously, Mr. Graff was Chief Legal Officer for private equity-backed Edison Schools, Inc. where he managed the company’s IPO and served as corporate secretary and securities compliance officer. Mr. Graff serves on the Board of Advisors to CapitalG, Google’s independent growth fund, consulting on investments and issues related to digital fraud and abuse. In addition, he currently sits on the Board of Visitors for The Georgetown University Law Center.

“As our world continues to digitally transform, Fluent’s ability to create quality consumer experiences positions them to become the trusted performance marketing partner for global companies,” said Mr. Graff. “I look forward to working with Ryan and the Fluent leadership team in accessing this enormous market opportunity in the company’s next phase of strategic and financial growth.”

Mr. Pfenniger is a private investor with significant executive and operating experience in the life sciences, healthcare, and education fields. Mr. Pfenniger served as Chairman of the Board of Directors and President and Chief Executive Officer of Continucare Corporation, a provider of primary care physician services, from 2003 until the company was acquired in 2011. Prior to Continucare, Mr. Pfenniger served as Chief Executive Officer and Vice Chairman of Whitman Education Group, Inc., as well as an executive officer of IVAX Corporation, serving as its Chief Operating Officer and its Senior Vice President, Legal Affairs and General Counsel. Mr. Pfenniger currently serves as a director on several health, pharmaceutical, and medical company boards, including: OPKO Health, Inc., Asensus Surgical, Inc., Cocrystal Pharma, Inc., and Sema4 Holdings, Inc. He also serves as the Vice Chairman of the Board of Trustees of the Phillip and Patricia Frost Museum of Science in Miami, Florida, and is a member of its Executive Committee.

“I am excited to join Fluent’s Board of Directors and to have an advisory role in creating shareholder value as the company continues to invest in strategically expanding its footprint in the marketplace,” said Mr. Pfenniger. “I look forward to working with the current Board and Fluent executive team – and being part of the future of the Company.”

The appointment of both Mr. Graff and Mr. Pfenniger is the most recent in a number of strategic moves the Company is making to expand its public company expertise while focusing on its ongoing growth trajectory.

About Fluent, Inc.

Fluent, Inc. (NASDAQ: FLNT) is a global data-driven performance marketing company and trusted growth partner for leading brands. Experts in creating value for consumers, Fluent leverages its consumer database, digital media portfolio, and proprietary data science and technology to deliver outcome-based solutions for marketers. Founded in 2010, the company is headquartered in New York City.

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. 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.