
**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): February 1, 2019

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.)

33 Whitehall Street, 15th Floor
New York, New York
(Address of principal executive offices)

10004
(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))

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.

On February 1, 2019, Fluent, Inc. (the "Company") appointed Alex Mandel as the Company's Chief Financial Officer. In such position, Mr. Mandel will serve as the Company's Principal Financial Officer and Principal Accounting Officer.

Prior to his appointment as Chief Financial Officer, Mr. Mandel, age 48, had been serving as an independent financial consultant to the Company since July 2018. From February 2016 to June 2018, Mr. Mandel served as the Chief Financial Officer of IAC Applications, Inc., a division of IAC/InterActiveCorp. From 2010 to 2015, Mr. Mandel was employed by LendingTree, Inc., including as its Chief Financial Officer from 2012 to 2015. He was a Managing Director at Centerview Partners LLC, an investment banking advisory firm in New York City, from 2008 to 2010. Prior to that, Mr. Mandel held various positions at investment banking firm Bear, Stearns & Co. Inc. from 1996 to 2008, including Managing Director beginning in 2003. He received his Bachelor of Arts in economics from Tufts University and his Masters of Business Administration from Columbia Business School.

The Company and Mr. Mandel entered into an employment agreement (the "Employment Agreement"), dated February 1, 2019, pursuant to which Mr. Mandel's annual base salary is \$300,000. The Employment Agreement provides for a bonus of no less than 40% of annual salary based on achievement of Company and personal goals. The initial term of the Employment Agreement is through December 31, 2020, with automatic one-year renewals, unless either party provides written notice of a non-renewal in accordance with the terms of the Employment Agreement (the "Term"). Mr. Mandel will also be entitled to certain other benefits consistent with those provided to other senior executives of the Company.

If Mr. Mandel's employment is terminated by the Company without cause (as defined in the Employment Agreement), if the Term expires after a notice of non-renewal is delivered by the Company or if Mr. Mandel terminates his employment for good reason (as defined in the Employment Agreement), Mr. Mandel will be entitled to the greater of (i) his base salary for the remainder of the Term and (ii) twelve months' base salary.

There are no family relationships between Mr. Mandel and any director or officer of the Company, and he has no direct or indirect material interest in any transactions required to be disclosed pursuant to Item 404(a) of Regulation S-K.

In connection with the appointment of Mr. Mandel, Ryan Perfit ceased to serve as the Company's Interim Chief Financial Officer, Principal Financial Officer or Principal Accounting Officer on February 1, 2019. Mr. Perfit will continue in his position as the Company's Senior Vice President – Finance.

Item 7.01. Regulation FD

On February 5, 2019, Fluent, Inc. issued a press release announcing Mr. Mandel's appointment. The press release is furnished herewith as Exhibit 99.1.

The information set forth in this Item 7.01, including the information set forth in Exhibit 99.1 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 ("Exchange Act") or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release, dated February 5, 2019

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.

February 5, 2019

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

Fluent, Inc. Appoints Alex Mandel as Chief Financial Officer

Company Continues to Strengthen Leadership Team with Former IAC and LendingTree Executive

NEW YORK, NY – February 5, 2018 – Fluent, Inc. (NASDAQ: FLNT), a leading data-driven performance marketing company, today announced the appointment of Alex Mandel as Chief Financial Officer. Mr. Mandel will work with senior company executives, focusing on strategic finance initiatives, corporate strategy and general financial management, reporting to Fluent’s CEO, Ryan Schulke.

"Over the past seven months, Alex has helped to fortify our finance, accounting and overall public company infrastructure, as Fluent has continued to establish itself as a stand-alone public company. In addition, he has begun to play a meaningful role in helping to shape our corporate strategy as we scale and unlock new growth opportunities," said Ryan Schulke, CEO. "I'm thrilled to have him join the leadership team as Chief Financial Officer."

Mr. Mandel has worked with Fluent as a financial consultant since July 2018. He brings over twenty-two years of corporate finance experience to the CFO role at Fluent. Prior to his consultancy, Mr. Mandel served as Chief Financial Officer of IAC Applications, Inc., a division of IAC/InterActiveCorp.

He previously served as the Chief Financial Officer of LendingTree, Inc., an online loan marketplace, during which time his leadership on financial initiatives and corporate strategy was credited with playing an essential role in the resurgence of the company.

Mr. Mandel started his career as an investment banker, advising clients in the Media & Entertainment industry, primarily at Bear, Stearns & Co. Inc.

"I'm truly excited to join Fluent’s leadership team," said Alex Mandel. "This opportunity comes at a pivotal point in the Company's evolution. With the ability to leverage Fluent’s cash flow for future growth, I foresee numerous opportunities to capitalize on Fluent’s unique expertise in data-driven performance marketing and entrepreneurial DNA."

Mr. Mandel holds a B.A. in Economics from Tufts University and an M.B.A. from Columbia Business School.

About Fluent, Inc.

Fluent (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 made up of over 190 million opted-in consumer profiles, Fluent drives intelligent growth strategies that deliver superior outcomes. Founded in 2010, the company is headquartered in New York City. For more information, visit www.fluentco.com.

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.

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