SEC Form 4	
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL OMB Number: 3235-028						
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1. Nume and Address of Reporting reison			2. Issuer Name and Ticker or Trading Symbol <u>Fluent, Inc.</u> [FLNT]		tionship of Reporting all applicable) Director	n(s) to Issuer 10% Owner	
(Last) C/O FLUENT, I 300 VESEY STI	(First) (Middle) LUENT, INC. ESEY STREET, 9TH FLOOR		3. Date of Earliest Transaction (Month/Day/Year) 09/05/2019	X	Officer (give title below) President		Other (specify below)
(Street) NEW YORK (City)	NY (State)	10282 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group F Form filed by One F Form filed by More Person	Report	ing Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Table I -	Non-Derivativ	e Securities A	cquir	ea, i	Jisposed	ot, or E	Beneficiali	y Owned	-5		
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)	nsaction Disposed Of (D) (Instr. 3, 4 and 5) le (Instr.		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(mou. 4)	
Common Stock	09/05/2019		Р		25,000	А	\$2.8536 ⁽¹⁾	45,000	I	Held by Conlin Family Foundation Trust, in which the Reporting Person serves as co-trustee.	
Common Stock								5,325,229	D		
Common Stock								320,000	D ⁽²⁾		
Common Stock								80,000	D ⁽³⁾⁽⁴⁾		
Common Stock								50,000	D ⁽³⁾⁽⁵⁾		
Common Stock								550,000	D ⁽³⁾⁽⁶⁾⁽⁷⁾		
Common Stock								2,000,000	I	Held by RSMC Partners, LLC, of which the Reporting Person is a member.	
Common Stock								663,900	I	Held by GRAT, in which the Reporting Person is Sole Trustee.	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	

		Ta	able II - Deriva (e.g., p					ired, Disp options,	onvertib			y Owned			
1. Title of	2. Conversion	3. Transaction	3A. Deemed Execution Date.	C ode Transa		€A)Nu	um(160e) r	Date ExDetisEbter Expiration D		7itītētle Amour	of aSolidiares	8. Price of Derivative	9. Number of derivative	10. Ownership	11. Nature of Indirect
Eseplarigitor (Instr. 3) 1. Represents undertakes to the ranges set	of Respises Price of the average pu Derivative provide Iss forth in this fo	etMonth/Day/Year) urchase of the acquire suer, any security hol ootnote.	if any (Month/Day/Year) d shares. The highest der or the staff of the	Code (8) price at Securiti	(Instr. which a es & Ex	^I Secu Acqu (A)ອ Disp	osed	(Month/Day/ s made is \$2.88 hission upon rec	(ear) 15; the lowest juest full info	Securi Underl Deriva Securi and 4)	ties ving which a pur tive cgarding the ty (instic 3	Security (Instr. 5) chase was made number of s	Securities Beneficially add is 52/469. Th Dwned Pollowing Reported	Form: Direct (D) or indirect or indirect	Beneficial Ownership (Instr. 4) price with
vest immedia	tely but with de	elivery of the underly	ived a grant of 320,00 ying shares in two ann very of the vested rest	ual insta	allments	(inst	lencing	on March 27, 2	020, which de	elivery n	ay be ended	if the Report	ting perso h is term	inated for cau	Plan, which se.
4. On March	20, 2018, the R		ived a grant of 80,000					-	-			-			RSUs vest in
			ved a grant of 50,000 lerated vesting under				o comm	on stock of the	issuer on a on	e-for-on	e basis. The	RSUs vest in	three approximate	ely equal insta	llments on
was obtained however, that "Performance	on June 1, 201 t no tranche of l e Conditions").	6. The RSUs are sub RSUs will vest until The Issuer determine	eccived a grant, subject ject to vesting over a it is determined that the ed the Performance C ange of Control, or (ii	hree-ye e Issuer ondition	ar perio r has exo s were r	d of 30 ceeded net eff)% on Ja certain ective N	anuary 1, 2017, revenue targets //a Date 14, 2017.	30% on Janu and achieved Æxpitation	ary 1, 20 l positive ent tranc	18 and 40%	on January 1 1 any one fisc	, 2019 (the "Time al year during the	Conditions"); vesting period	provided,

/s/ Matthew Conlin

** Signature of Reporting Person

<u>09/06/2019</u> Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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