

**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): **January 17, 2024**

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

(IRS 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**

Not Applicable

(Former name or former address, if changed since last report)

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.

As previously reported, on November 15, 2023, Fluent, LLC (the "Borrower") entered into a Temporary Waiver Under Credit Agreement (the "Initial Waiver") with the lenders thereto and Citizens Bank, N.A. ("Citizens Bank") as administrative agent, pursuant to which Citizens Bank agreed to waive its rights and remedies under the associated credit agreement arising from the Company's breach of a covenant through January 15, 2024.

On January 17, 2024, the Borrower entered into a Second Temporary Waiver Under Credit Agreement (the "Second Waiver") with the lenders thereto and Citizens Bank as administrative agent extending the expiration date of the Initial Waiver to January 26, 2024, or the occurrence of any other Event of Default (as defined in the associated credit agreement). The Second Waiver did not otherwise substantively modify the Initial Waiver or the associated credit agreement.

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.

January 19, 2024

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