

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

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

1. Name and Address of Reporting Person* <u>Conlin Matthew</u> (Last) (First) (Middle) C/O FLUENT, INC. 300 VESEY STREET, 9TH FLOOR (Street) NEW YORK NY 10282 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Fluent, Inc. [FLNT]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Customer Officer
	3. Date of Earliest Transaction (Month/Day/Year) 05/13/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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			
Common Stock								333,334 ⁽¹⁾	I	Held by RSMC Partners, LLC. ⁽²⁾
Common Stock								1,113,575 ⁽¹⁾	D	
Common Stock								60,175 ⁽¹⁾	I	Held by 2017 Conlin Shakira Family Trust. ⁽³⁾
Common Stock								51,162 ⁽¹⁾	I	Held by Conlin Family Foundation Trust ⁽⁴⁾

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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Pre-Funded Warrant	\$0.0005	05/13/2024		P		487,589		(5)	(6)	Common Stock	487,589	\$3.384	487,589	D	
Pre-Funded Warrant	\$0.0005	05/13/2024		P		73,877		(5)	(6)	Common Stock	73,877	\$3.384	73,877	I	Held by Conlin Family Foundation Trust ⁽²⁾

Explanation of Responses:

- On April 11, 2024, the Issuer effected a 6-for-1 reverse stock split (the "Reverse Stock Split"). The holding reported here reflects such Reverse Stock Split.
- The Reporting Person is a Member of RSMC Partners, LLC.
- The Reporting Person disclaims ownership of these securities and this report shall not be deemed an admission that the Reporting Person owns such securities for purposes of Section 16 or for other purposes.
- The Reporting Person is the Co-Trustee of the Conlin Family Foundation Trust and in such capacity has the shared right to vote and dispose of the securities held by such trust.
- The Pre-Funded Warrants will be immediately exercisable after stockholder approval of the offering of the Issuer's Pre-Funded Warrants. The binding agreements for the transactions were entered into on May 13, 2024.
- The Pre-Funded Warrants will terminate when exercised in full.

/s/ Matthew Conlin

05/15/2024

** Signature of Reporting Person

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

