FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

| STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP |
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OMB APPROVAL

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

| 1. Name and Address of Reporting Person* Conlin Matthew | | | | | | 2. Issuer Name and Ticker or Trading Symbol Fluent, Inc. [FLNT] | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director X 10% Owner | | | | | |
|--|--|----|----------------------------|---|--|---|----------|---|---|------------------------|--|---|---|---|---------------------------------------|----------------------------|---|--|--|
| | (Last) (First) (Middle) C/O FLUENT, INC. 300 VESEY STREET, 9TH FLOOR | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 08/23/2019 | | | | | | | | X Officer (give title Other (specify below) President | | | | | |
| - | Street) NEW YORK NY 10282 | | | | 4. I | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | |
| (City) | (St | | Zip) | on Doriv | rotive | Soon | rition A | ira | | ionocod o | f or D | onofio | م براله | wwood | | | | | |
| 1. Title of Security (Instr. 3) | | | 2 | 2. Transaction Date (Month/Day/Ye | | 2A. De Execut if any | | 3. Transaction Code (Instr. 8) | | 4. Securities | Acquired (A) or (D) (Instr. 3, 4 and | | 5. A Sec Ber Ow | 5. Amount of Securities Beneficially Owned Followin Reported | | orm: Direct | 7. Nature of Indirect Beneficial Ownership | | |
| | | | | | | | | Code | v | Amount | (A) or (D) | Price | Tra | nsaction(s str. 3 and 4 | | | (Instr. 4) | | |
| Common | Stock | | | 08/23/2 | 019 | | | P | | 19,194 | A | \$2.96 | 3(1) | 5,319,42 | 3 | D | | | |
| Common | Stock | | | 08/26/2 | 019 | | | P | | 5,806 | A | \$3.00 | 2(2) | 5,325,22 | 9 | D | | | |
| Common | Stock | | | | | | | | | | | | | 320,000 | | D ⁽³⁾ | | | |
| Common | Stock | | | | | | | | | | | | | 80,000 | | D ⁽⁴⁾⁽⁵⁾ | | | |
| Common | Stock | | | | | | | | | | | | | 50,000 | | D ⁽⁴⁾⁽⁶⁾ | | | |
| Common | Stock | | | | | | | | | | | | | 550,000 |) | D ⁽⁴⁾⁽⁷⁾⁽⁸⁾ | | | |
| Common | Stock | | | | | | | | | | | | | 2,000,00 | 0 | 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. | | |
| Common | Stock | | | | | | | | | | | | | 20,000 | | I | Held by Conlin Family Foundation Trust, in which the Reporting Person serves as co-trustee. | | |
| | | Ta | able II - | | | | | | | posed of, convertib | | | | ned | | | | | |
| 1. Title of Derivative Security (Instr. 3) | of 2. ve Conversion Date Execution Date, or Exercise (Month/Day/Year) if any | | 4. Transa Code 8) | action | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 6. Dat | | rcisable and Date | 7. Title and Amount of Securities Underlying Derivative Security (Instr. : and 4) | | 8. Pric Deriva Securi (Instr. | tive deri ty Sec 5) Ben Owr Foll Rep Trar | umber of vative urities eficially ned owing orted usaction(s | Ownership Form: Direct (D) or Indirect (I) (Instr. 4 | Beneficial Ownership (Instr. 4) | | | | |

| | | Tá | | | | | | | ired, Disp options, | 1 ' | | ı or | r | | | |
|--|---|---|---|------------------------------------|--|---------------------|--|------------------|--|--|---|--|--|---|---|---|
| 1. Title of | 2. Conversion | 3. Transaction | 3A. Deer | | Code Transa | | 6A)Nu | m (15x) r | 6xDatisEbler Expiration D | cisΩabtke and | 7itītitle | aSolodares | 8. Price of | 9. Number of | 10. Ownership | 11. Nature |
| 1. Represents provide the Is forth in this for 2. Represents provide the Is provide the Is provide the Is | of Respisas Price of the average pu Derivative poster divisecur connote. the average pu ssuer, any secur | etaonth/Day/Year) rchase of the acquire ity holder or the staf . rchase of the acquire ity holder or the staf | if any (Month/I) d shares. If of the Second | Pay/Year) The highest Curities & I | Code (8) price at Exchange price at | which e Comn | Secu Acqu Acqu (A) b Dispo A St.(D) | ase was | (Month/Day/s made is \$3.02 equest full info | Year) 2; the lowest primation regard 5; the lowest p | Securi Under Inderiva Inderiva Inderiva Securi and 4) | ties ying tive tive y (mstr. 3 ^{sl} nich a purch | Security (Instr. 5) ase was made nares purchase ase was made | Securities Beneficially Repowned Owned Following parate Reported Transaction(8) | Form: Direct (D) Or Indirect Or Indirect (I) (Instr. 4) | Beneficial Ownership undertakes to (Instr. 4) ranges set undertakes to |
| forth in this footnote. 3. On March 27, 2018, the Reporting Person received a grant of 320,000 deferred stock units convertible into common stock of the Issuer on a one-for-one basis under the Issuer's Stock Incentive Plan, which vest immediately but with delivery of the underlying shares in two annual installments commencing on March 27, 2020, which delivery may be ended if the Reporting Person is terminated for cause. | | | | | | | | | | | | | | | | |
| 5. On March three equal ar 6. On April 1 | 20, 2018, the R nnual installments, 2017, the Re | elected to defer deli- eporting Person recents, beginning on Ma- porting Person recei- 2020, subject to acce | ived a grai rch 1, 201 ved a grant | nt of 80,000 9. c of 50.000 |) RSUs, RSUs, c | converti onverti | tible int | o comn | non stock of th | e Issuer on a o | one-for-o | nobasis und Number | ler the Issuer's | s 2015 Stock Incer | tive Plan. The | |

^{7.} On December 8, 2015, the Reporting Person received a grant, subject to stockholder approval, of 550,000 RSUs, convertible into common stock of the Issuer on a one-for-one basis. Stockholder approval was obtained on June 1, 2016. The RSUs are subject to vesting over a three-year period of 30% on January 1, 2017, 30% on January 1, 2018 and 40% on January 1, 2019 (the "Time Conditions"); provided, however, that no tranche of RSUs will vest until it is determined that the Issuer has exceeded certain revenue targets and achieved positive EBITDA in any one fiscal year during the vesting period (the "Performance Conditions"). The Issuer determined the Performance Conditions were met effective March 14, 2017. Any subsequent tranches will vest in accordance with the Time Conditions.

8. The RSUs will immediately vest upon (i) a Change of Control, or (ii) the Reporting Person's death or disability.

Remarks:

<u>/s/ Matthew Conlin</u> <u>08/26/2019</u>

** 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.