UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

	FORM 8-K				
	TORW 0-IX				
	CURRENT REPOR	Γ			
Pursuant t	o Section 13 or 15(d) of the Securities Ex	schange Act of 1934			
Date of Re	port (Date of Earliest Event Reported):	November 14, 2023			
(I	FLUENT, INC. Exact name of registrant as specified in i				
Delaware (State or other jurisdiction of incorporation)	001-37893 (Commission File Number)	77-0688094 (I.R.S. Employer Identification No.)			
300 Vesey Street, 9th Floor New York, New York (Address of principal executive o	10282 (Zip Code)				
Registran	nt's telephone number, including area co	de: (646) 669-7272			
Check the appropriate box below if the Form 8-K following provisions:	K filing is intended to simultaneously sat	isfy the filing obligation of the registrant under any of the			
 □ Written communications pursuant to Rule 425 un □ Soliciting material pursuant to Rule 14a-12 under □ Pre-commencement communications pursuant to □ Pre-commencement communications pursuant to 	the Exchange Act (17 CFR 240.14a-12) Rule 14d-2(b) under the Exchange Act (17				
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 Rule 12b-2 of the Securities Exchange Act of 1934 (Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or			
Emerging growth company \square					
If an emerging growth company, indicate by check or revised financial accounting standards provided p		be the extended transition period for complying with any new Act. \square			

Item 2.02. Results of Operations and Financial Condition.

On November 14, 2023, Fluent, Inc. issued a press release announcing third quarter 2023 financial results. A copy of the press release is furnished herewith as Exhibit 99.1.

The information included herein and 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

Exhibit No.	Description
<u>99.1</u>	Press release, dated November 14, 2023
104	Cover Page Interactive Data File (formatted as Inline XBRL)

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 hereinto duly authorized.

Fluent, Inc.

November 14, 2023 By: /s/ Donald Patrick

Name: Donald Patrick

Title: Chief Executive Officer

Fluent Announces Third Quarter 2023 Financial Results

- Revenue of \$66.2 million for Q3 2023 and \$225.6 million for YTD 2023
- Gross profit (exclusive of depreciation and amortization) of \$16.1 million for Q3 2023 and \$57.7 million for YTD 2023
- Net loss of \$33.6 million for Q3 2023 and \$61.3 million for YTD 2023
- Media margin of \$19.3 million for Q3 2023 and \$67.2 million for YTD 2023
- Adjusted EBITDA of negative \$1.7 million for Q3 2023 and positive \$4.3 million for YTD 2023
- Adjusted net loss of \$4.1 million for Q3 2023 and \$6.8 million for YTD 2023

New York, NY – November 14, 2023 – Fluent, Inc. (NASDAQ: FLNT), a leading data-driven performance marketing company, today reported financial results for the third quarter ended September 30, 2023.

Don Patrick, Fluent's Chief Executive Officer, commented, "Our third quarter results clearly reflect our post-FTC settlement transition and the subsequent impact on our financials related to the business segments we have deemed non-strategic in the future. Our immediate-term focus is to re-establish our base, and we are confident we will sequentially rebuild our core, albeit at a more moderate pace. Fluent core performance marketplaces are highly differentiated within our industry, and we will leverage their competitive advantages to ultimately expand our margins. In parallel, we leverage our core to continue to enthusiastically invest in the new strategic growth initiatives we have embarked upon, which are grounded in high quality consumer engagement.

We are positioning Fluent at the forefront of our industry, and our recent FTC settlement fills a void by providing much needed clear industry compliance standards that we are pleased to have led. Our foundational commitment remains to enhance the quality of consumer engagements within our Performance Marketplaces. We are navigating the market realities, whereas our competitors may opportunistically pause at their own risk. While it could take a few quarters or more for our competitors to be able to implement the new standards, our leadership course will provide us long-term, strategic operating leverage in the market.

We are excited by the progress of our growth initiatives and the strategic value they are already delivering with consumers, as validated by our clients. In turn, we're confident we are well positioned to earn market share in growing marketplaces we have only recently entered – and where we are establishing Fluent credentials that represent an exceptional value proposition and ROAS for our growing stable of clients."

Third Quarter Financial Highlights

- Revenue decreased 26% to \$66.2 million, from \$89.0 million in Q3 2022
- Gross profit (exclusive of depreciation and amortization) of \$16.1 million, a decrease of 32% over Q3 2022 and representing 24% of revenue
- Net loss of \$33.6 million, or \$0.41 per share, compared to net income of \$3.1 million, or \$0.04 per share, for Q3 2022, primarily reflective of the current period's goodwill impairment
- Media margin of \$19.3 million, a decrease of 31% over Q3 2022 and representing 29.2% of revenue
- Adjusted EBITDA of negative \$1.7 million, a decrease of \$7.6 million over Q3 2022 and representing (2.6%) of revenue
- Adjusted net loss of \$4.1 million, or \$0.05 per share, compared to adjusted net income of \$5.0 million, or \$0.06 per share, for Q3 2022

Nine Months Ended September 30, 2023 Financial Highlights

- Revenue decreased 18% to \$225.6 million, from \$276.5 million for the nine months ended September 30, 2022
- Gross profit (exclusive of depreciation and amortization) of \$57.7 million, a decrease of 22% over the nine months ended September 30, 2022 and representing 26% of revenue
- Net loss of \$61.3 million, or \$0.74 per share, compared to net loss of \$55.8 million, or \$0.69 per share, for the nine months ended September 30, 2022, both mainly reflective of goodwill impairment
- Media margin of \$67.2 million, a decrease of 22% over the nine months ended September 30, 2022 and representing 29.8% of revenue
- Adjusted EBITDA of negative \$4.3 million, a decrease of \$15.8 million over the for the nine months ended September 30, 2022 and representing (1.9%) of revenue
- Adjusted net loss of \$6.8 million, or \$0.08 per share, compared to adjusted net income of \$6.6 million, or \$0.08 per share, for the nine months ended September 30, 2022

Media margin, adjusted EBITDA, and adjusted net income are non-GAAP financial measures, as defined and reconciled below.

Business Goals

- Leverage our leadership position with the new compliance standards we have set to level the industry playing field, create additional competitive differentiation, and increase market share.
- Ensure we source customer traffic that meets our internal quality and regulatory requirements, leading to higher quality consumer engagement for our advertisers.
- Fortify our Owned and Operated Performance Marketplace and strategically grow ner marketplaces that leverage our Fluent assets Influencer, Call Solutions, and Adflow.

Conference Call

Fluent, Inc. will host a conference call on Tuesday, November 14, 2023, at 4:30 PM ET to discuss its 2023 third quarter financial results. The conference call can be accessed by phone after registering online at https://register.vevent.com/register/BI15ef9d7c89504248a2b0efce10bd6728. The call will also be webcast simultaneously on the Fluent website at https://investors.fluentco.com/. Following the completion of the earnings call, a recorded replay of the webcast will be available for those unable to participate. To listen to the telephone replay, please connect via https://edge.media-server.com/mmc/p/5dftrzyv. The replay will be available for one year, via the Fluent website https://investors.fluentco.com/.

About Fluent, Inc.

Fluent, Inc. (NASDAQ: FLNT) is a leader in customer acquisition, leveraging its direct response expertise to drive engagement and power discovery for leading brands. Backed by proprietary data science, Fluent drives opted-in consumers to targeted offers, allowing them to find new opportunities, content, and products that enhance their lives. Established in 2010 and headquartered in New York City, Fluent's team of experts has spent over \$1B in media across its digital media portfolio to build a global audience available through 500+ DSPs, DMPs, online publishers, and programmatic platforms. For more information, visit www.fluentco.com.

Safe Harbor Statement Under the Private Securities Litigation Reform Act of 1995

The matters contained in this press release may be considered to be "forward-looking statements" within the meaning of the Securities Act of 1933 and the Securities Exchange Act of 1934. Those statements include statements regarding the intent, belief or current expectations or anticipations of Fluent and members of our management team. Factors currently known to management that could cause actual results to differ materially from those in forward-looking statements include the following:

- · Compliance with a significant number of governmental laws and regulations, including those laws and regulations regarding privacy and data;
- The financial impact of compliance changes to our business, including changes to our employment opportunities marketplace and programmatic advertising businesses, and whether and when our competitors will implement similar changes;
- The outcome of litigation, regulatory investigations, or other legal proceedings in which we may become involved in the future;
- Failure to safeguard the personal information and other data contained in our database;
- Failure to adequately protect intellectual property rights or allegations of infringement of intellectual property rights;
- Unfavorable global economic conditions, including as a result of health concerns, terrorist attacks or civil unrest, such as the current conflict between Hamas and Israel (where a significant portion of our customers in the Media & Entertainment industry are located);
- Dependence on our key personnel;
- Dependence on third-party service providers;
- Management of the growth of our operations, including international expansion and the integration of acquired business units or personnel;
- The impact of the Traffic Quality Initiative, including our ability to replace lower quality consumer traffic with traffic that meets our quality requirements;
- Ability to compete and manage media costs in an industry characterized by rapidly-changing internet media and advertising technology and evolving industry standards;
- Regulatory uncertainty, and changing user and client demands; management of unfavorable publicity and negative public perception about our industry;
- Failure to compete effectively against other online marketing and advertising companies;
- Competition for web traffic;
- Dependence on third-party publishers, internet search providers and social media platforms for a significant portion of visitors to our websites;
- · Dependence on emails, text messages and telephone calls, among other channels, to reach users for marketing purposes;
- Liability related to actions of third-party publishers;
- Limitations on our third-party publishers' ability to collect and use data derived from user activities;
- Ability to remain competitive with the shift to mobile applications;
- Failure to detect click-through or other fraud on advertisements;
- The impact of increased fulfillment costs;
- Dependence on a single advertiser client;
- · Failure to meet our clients' performance metrics or changing needs;
- The effect of pricing pressure by certain clients and the ability of our marketplace to respond through allocating traffic to higher paying clients;
- Compliance with the covenants of our credit agreement in light of current business conditions; and
- The potential for failures in our internal control over financial reporting.

These and additional factors to be considered are set forth under "Risk Factors" in our Annual Report on Form 10-K for the fiscal year ended December 31, 2022 and in our other filings with the Securities and Exchange Commission. Fluent undertakes no obligation to update or revise forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events or changes to future operating results or expectations.

FLUENT, INC. CONSOLIDATED BALANCE SHEETS

(Amounts in thousands, except share and per share data) (unaudited)

	Sep	tember 30, 2023	De	cember 31, 2022
ASSETS:				
Cash and cash equivalents	\$	20,513	\$	25,547
Accounts receivable, net of allowance for doubtful accounts of \$177 and \$544, respectively		48,515		63,164
Prepaid expenses and other current assets		8,069		3,506
Total current assets		77,097		92,217
Property and equipment, net		687		964
Operating lease right-of-use assets		3,833		5,202
Intangible assets, net		27,710		28,745
Goodwill		1,261		55,111
Other non-current assets		1,502		1,730
Total assets	\$	112,090	\$	183,969
LIABILITIES AND SHAREHOLDERS' EQUITY:			-	
Accounts payable	\$	11,841	\$	6,190
Accrued expenses and other current liabilities		25,746		35,626
Deferred revenue		492		1,014
Current portion of long-term debt		31,799		5,000
Current portion of operating lease liability		2,295		2,389
Total current liabilities		72,173		50,219
Long-term debt, net		_		35,594
Operating lease liability		2,220		3,743
Other non-current liabilities		2,207		458
Total liabilities		76,600		90,014
Contingencies (Note 10)				
Shareholders' equity:				
Preferred stock — \$0.0001 par value, 10,000,000 Shares authorized; Shares outstanding — 0 shares for both periods		_		_
Common stock — \$0.0005 par value, 200,000,000 Shares authorized; Shares issued — 85,803,727 and				
84,385,458, respectively; and Shares outstanding — 81,192,158 and 80,085,306, respectively (Note 7)		43		42
Treasury stock, at cost — 4,611,569 and 4,300,152 Shares, respectively (Note 7)		(11,407)		(11,171)
Additional paid-in capital		426,473		423,384
Accumulated deficit		(379,619)		(318,300)
Total shareholders' equity		35,490		93,955
Total liabilities and shareholders' equity	\$	112,090	\$	183,969

FLUENT, INC. CONSOLIDATED STATEMENTS OF OPERATIONS (Amounts in thousands, except share and per share data) (unaudited)

	Three Months Ended September 30,				Ni	ne Months Er 30	d September	
		2023		2022	2023			2022
Revenue	\$	66,239	\$	89,046	\$	225,638	\$	276,470
Costs and expenses:								
Cost of revenue (exclusive of depreciation and amortization)		50,148		65,270		167,960		202,859
Sales and marketing		4,426		4,254		13,454		12,590
Product development		4,511		4,622		14,064		13,979
General and administrative		8,725		10,877		24,991		33,852
Depreciation and amortization		2,658		3,398		8,112		10,037
Goodwill impairment and write-off of intangible assets		29,705		_		55,405		55,528
Loss (gain) on disposal of property and equipment		_		(2)		_		19
Total costs and expenses		100,173		88,419		283,986		328,864
Income (loss) from operations		(33,934)		627		(58,348)		(52,394)
Interest expense, net		(936)		(517)		(2,420)		(1,331)
Income (loss) before income taxes		(34,870)		110		(60,768)		(53,725)
Income tax (expense) benefit		1,243		3,003		(551)		(2,119)
Net income (loss)		(33,627)		3,113		(61,319)	_	(55,844)
Basic and diluted income (loss) per share:								
Basic	\$	(0.41)	\$	0.04	\$	(0.74)	\$	(0.69)
Diluted	\$	(0.41)	\$	0.04	\$	(0.74)	\$	(0.69)
Weighted average number of shares outstanding:								
Basic		82,880,536		81,592,316		82,511,454		81,327,639
Diluted		82,880,536		81,699,966		82,511,454		81,327,639

FLUENT, INC. CONSOLIDATED STATEMENTS OF CASH FLOWS (Amounts in thousands) (unaudited)

	Nir	Nine Months Ended Septer				
		2023	2022			
CASH FLOWS FROM OPERATING ACTIVITIES:						
Net loss	\$	(61,319) \$	5 ((55,844)		
Adjustments to reconcile net loss to net cash provided by operating activities:						
Depreciation and amortization		8,112		10,037		
Non-cash loan amortization expense		330		201		
Share-based compensation expense		2,958		2,652		
Goodwill impairment		55,405		55,400		
Write-off of intangible assets		_		128		
Loss on disposal of property and equipment		_		19		
Provision for bad debt		(51)		275		
Changes in assets and liabilities, net of business acquisitions:						
Accounts receivable		14,700		2,406		
Prepaid expenses and other current assets		(4,563)		277		
Other non-current assets		228		52		
Operating lease assets and liabilities, net		(248)		(127)		
Accounts payable		5,651		(1,212)		
Accrued expenses and other current liabilities		(10,869)		(7,497)		
Deferred revenue		(522)		456		
Other		(117)		(89)		
Net cash provided by operating activities		9,695		7,134		
CASH FLOWS FROM INVESTING ACTIVITIES:						
Capitalized costs included in intangible assets		(4,093)		(3,316)		
Business acquisitions, net of cash acquired		(1,250)		(971)		
Acquisition of property and equipment		(25)		(10)		
Net cash used in investing activities		(5,368)		(4,297)		
CASH FLOWS FROM FINANCING ACTIVITIES:						
Repayments of long-term debt		(8,750)		(3,750)		
Debt financing costs		(375)		_		
Taxes paid related to net share settlement of vesting of restricted stock units		(236)		(448)		
Net cash used in financing activities		(9,361)		(4,198)		
Net decrease in cash and cash equivalents		(5,034)		(1,361)		
Cash and cash equivalents at beginning of period		25,547		34,467		
	\$	20,513		33,106		
Cash and cash equivalents at end of period	Ψ	20,010		55,100		

Definitions, Reconciliations and Uses of Non-GAAP Financial Measures

The following non-GAAP measures are used in this release:

Media margin is defined as that portion of gross profit (exclusive of depreciation and amortization) reflecting the variable costs paid for media and related expenses and excluding non-media cost of revenue. Gross profit (exclusive of depreciation and amortization) represents revenue minus cost of revenue (exclusive of depreciation and amortization). Media margin is also presented as percentage of revenue.

Adjusted EBITDA is defined as net income (loss) excluding (1) income taxes, (2) interest expense, net, (3) depreciation and amortization, (4) share-based compensation expense, (5) goodwill impairment, (6) write-off of intangible assets, (7) loss (gain) on disposal of property and equipment, (8) acquisition-related costs, (9) restructuring and other severance costs, and (10) certain litigation and other related costs.

Adjusted net income (loss) is defined as net income (loss) excluding (1) share-based compensation expense, (2) goodwill impairment, (3) write-off of intangible assets, (4) loss (gain) on disposal of property and equipment, (5) acquisition-related costs, (6) restructuring and other severance costs, and (7) certain litigation and other related costs. Adjusted net income (loss) is also presented on a per share (basic and diluted) basis.

Below is a reconciliation of media margin from gross profit (exclusive of depreciation and amortization), which we believe is the most directly comparable GAAP measure.

	Three Months Ended September 30,					Nine Months Ended Septen 30,				
	2023			2022		2023		2022		
Revenue	\$	66,239	\$	89,046	\$	225,638	\$	276,470		
Less: Cost of revenue (exclusive of depreciation and amortization)		50,148		65,270		167,960		202,859		
Gross profit (exclusive of depreciation and amortization)	\$	16,091	\$	23,776	\$	57,678	\$	73,611		
Gross profit (exclusive of depreciation and amortization) % of revenue	<u> </u>	24%	,	27%		26%		27%		
Non-media cost of revenue (1)		3,229		4,290		9,510		12,713		
Media margin	\$	19,320	\$	28,066	\$	67,188	\$	86,324		
Media margin % of revenue		29.2%)	31.5%		29.8%		31.2%		

(1) Represents the portion of cost of revenue (exclusive of depreciation and amortization) not attributable to variable costs paid for media and related expenses.

Below is a reconciliation of adjusted EBITDA from net income (loss) for the three and nine months ended September 30, 2023 and 2022, respectively, which we believe is the most directly comparable GAAP measure.

	Three Months Ended September 30,				Nine Months Ended September 30,				
		2023		2022		2023		2022	
Net income (loss)	\$	(33,627)	\$	3,113	\$	(61,319)	\$	(55,844)	
Income tax expense		(1,243)		(3,003)		551		2,119	
Interest expense, net		936		517		2,420		1,331	
Depreciation and amortization		2,658		3,398		8,112		10,037	
Share-based compensation expense		961		801		2,958		2,652	
Goodwill impairment		29,705		_		55,405		55,400	
Write-off of intangible assets		_		_		_		128	
Loss (gain) on disposal of property and equipment		_		(2)				19	
Acquisition-related costs(1)(2)		516		536		1,701		1,673	
Restructuring and other severance costs		(24)		_		456		38	
Certain litigation and other related costs		(1,624)		504		(5,982)		2,502	
Adjusted EBITDA	\$	(1,742)	\$	5,864	\$	4,302	\$	20,055	

⁽¹⁾Balance includes compensation expense related to non-competition agreements entered into as a result of certain acquisitions.

Balance includes earn-out expense of (\$21) and \$89 for the three and nine months ended September 30, 2023, respectively, as a result of certain acquisitions.

Below is a reconciliation of adjusted net income (loss) and adjusted net income (loss) per share from net income (loss) for the three and nine months ended September 30, 2023 and 2022, respectively, which we believe is the most directly comparable GAAP measure.

	Th	Three Months Ended September			Nine Months Ended September					
		30,				30				
(In thousands, except share and per share data)		2023		2022	2023			2022		
Net income (loss)	\$	(33,627)	\$	3,113	\$	(61,319)	\$	(55,844)		
Share-based compensation expense		961		801		2,958		2,652		
Goodwill impairment		29,705		_		55,405		55,400		
Write-off of intangible assets		_		_		_		128		
Loss (gain) on disposal of property and equipment		_		(2)		_		19		
Acquisition-related costs(1)(2)		516		536		1,701		1,673		
Restructuring and other severance costs		(24)		_		456		38		
Certain litigation and other related costs		(1,624)		504		(5,982)		2,502		
Adjusted net income (loss)	\$	(4,093)	\$	4,952	\$	(6,781)	\$	6,568		
Adjusted net income (loss) per share:										
Basic	\$	(0.05)	\$	0.06	\$	(80.0)	\$	0.08		
Diluted	\$	(0.05)	\$	0.06	\$	(80.0)	\$	0.08		
Weighted average number of shares outstanding:										
Basic		82,880,536		81,592,316		82,511,454		81,327,639		
Diluted		82,880,536		81,699,966		82,511,454		81,379,159		

- (1) Balance includes compensation expense related to non-competition agreements entered into as a result of certain acquisitions.
- Balance includes earn-out expense of (\$21) and \$89 for the three and nine months ended September 30, 2023, respectively, as a result of certain acquisitions.

We present media margin, media margin as a percentage of revenue, adjusted EBITDA, adjusted net income (loss), and adjusted net income (loss) per share as supplemental measures of our financial and operating performance because we believe they provide useful information to investors. More specifically:

Media margin, as defined above, is a measure of the efficiency of the Company's operating model. We use media margin and the related measure of media margin as a percentage of revenue as primary metrics to measure the financial return on our media and related costs, specifically to measure the degree by which the revenue generated from our digital marketing services exceeds the cost to attract the consumers to whom offers are made through our services. Media margin is used extensively by our management to manage our operating performance, including evaluating operational performance against budgeted media margin and understanding the efficiency of our media and related expenditures. We also use media margin for performance evaluations and compensation decisions regarding certain personnel.

Adjusted EBITDA, as defined above, is another primary metric by which we evaluate the operating performance of our business, on which certain operating expenditures and internal budgets are based and by which, in addition to media margin and other factors, our senior management is compensated. The first three adjustments represent the conventional definition of EBITDA, and the remaining adjustments are items recognized and recorded under GAAP in particular periods but might be viewed as not necessarily coinciding with the underlying business operations for the periods in which they are so recognized and recorded. These adjustments include certain litigation and other related costs associated with legal matters outside the ordinary course of business. We consider items one-time in nature if they are non-recurring, infrequent or unusual and have not occurred in the past two years or are not expected to recur in the next two years, in accordance with SEC rules. There were no adjustments for one-time items in the periods presented in this Quarterly Report on Form 10-Q.

Adjusted net income (loss), as defined above, and the related measure of adjusted net income (loss) per share exclude certain items that are recognized and recorded under GAAP in particular periods but might be viewed as not necessarily coinciding with the underlying business operations for the periods in which they are so recognized and recorded. We believe adjusted net income (loss) affords investors a different view of our overall financial performance as compared to adjusted EBITDA and the GAAP measure of net income (loss).

Media margin, adjusted EBITDA, adjusted net income (loss), and adjusted net income (loss) per share are non-GAAP financial measures with certain limitations regarding their usefulness. They do not reflect our financial results in accordance with GAAP, as they do not include the impact of certain expenses that are reflected in our condensed consolidated statements of operations. Accordingly, these metrics are not indicative of our overall results or indicators of past or future financial performance. Further, they are not financial measures of profitability and are neither intended to be used as a proxy for the profitability of our business nor to imply profitability. The way we measure media margin, adjusted EBITDA, and adjusted net income (loss) may not be comparable to similarly titled measures presented by other companies and may not be identical to corresponding measures used in our various agreements.

Contact Information:

Investor Relations Fluent, Inc. (212) 785-0431 InvestorRelations@fluentco.com