

**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): June 30, 2021

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
(I.R.S. 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

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On July 6, 2021, Fluent, Inc. (the "Company" or "Fluent") announced changes to its leadership and management team to place greater focus on the Company's strategic growth initiatives. The changes will serve to better align management, executives and business resources to deliver rewarding experiences between brands and consumers and execute on the Company's growth strategies. These changes, described in more detail below, occurred on June 30, 2021 and took effect on July 1, 2021.

Donald Patrick

Donald Patrick, age 60, was appointed Interim Chief Executive Officer, resigning his role as the Company's Chief Operating Officer, a position he has held since March 2018. Mr. Patrick joined wholly owned subsidiary Fluent, LLC as its Chief Operating Officer in January 2018. Previously, Mr. Patrick served as Chief Executive Officer of Seneca One Finance, Inc., a specialty consumer finance company, from 2014 to 2017. From 2011 to 2013, he served as President of Infogroup Marketing Services, a business unit of InfoGROUP, Inc. Before that, Mr. Patrick served as Chief Operating Officer of Merkle from 1997 to 2010. He graduated with an MBA from the University of Chicago and a B.A. from St. Lawrence University.

Ryan Schulke

Ryan Schulke, age 38, resigned as Chief Executive Officer of the Company and was appointed Chief Strategy Officer of the Company. Mr. Schulke, who has also served as a director of the Company since December 2015, was also appointed as Chairman of the Board of Directors. Mr. Schulke co-founded Fluent, LLC in 2010 and has served as Chief Executive Officer of Fluent, LLC since its inception. Before merging with the Company in December 2015, Fluent, LLC was privately held. Mr. Schulke has served as Chief Executive Officer of the Company since March 2018. Prior to founding Fluent, LLC, Mr. Schulke served as Media Director of Clash Media, a global digital advertising network. Mr. Schulke earned a Bachelor of Communications Arts from Marymount Manhattan College.

Matthew Conlin

Matthew Conlin, age 38, resigned as President of the Company and was appointed Chief Customer Officer of the Company. Mr. Conlin will also continue as a director of the Company. Together with Mr. Schulke, Mr. Conlin co-founded Fluent, LLC in 2010 and has served as President of Fluent, LLC since its inception. Before founding Fluent, LLC, Mr. Conlin served as Sales Director, U.S. of Clash Media, a global digital advertising network. Mr. Conlin earned a Bachelor of Science in Marketing from St. John's University.

There are no family relationships between any of Messrs. Patrick, Schulke or Conlin and any director or executive officer of the Company, and none of Messrs. Patrick, Schulke or Conlin have any direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K. Each of Messrs. Patrick, Schulke and Conlin continue to serve under the terms of their prior employments with the Company described in the Company's proxy statement filed with the SEC on April 30, 2021 for the 2021 Annual Meeting of Stockholders.

Item 7.01 Regulation FD Disclosure.

On July 6, 2021, the Company issued a press release announcing these executive changes. A copy of the press release is filed as Exhibit 99.1 hereto and incorporated herein by reference.

In accordance with General Instruction B.2 of Form 8-K, Exhibit 99.1 is being furnished and shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, and shall not be deemed to be incorporated by reference into any of the Company's filings under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof and regardless of any general incorporation language in such filings, except to the extent expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

July 6, 2021

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

Fluent Implements Key Executive Changes for the Next Phase of Its Strategic and Sustainable Growth Agenda

Leading Performance Marketing Company's Executive Leadership Enthusiastically Steps Back in to Lead Strategic Roles that Facilitate Hands-On Operating Protocols in Today's Rapidly Evolving Marketplace

NEW YORK, July 6, 2021 (GLOBE NEWSWIRE) — Fluent, Inc. (NASDAQ: FLNT), a leading data-driven, performance marketing company, announced changes to its leadership and management team to place greater focus on strategic growth initiatives. The company continues its commitment to quality, which is the decided path to expanding strategic partnerships with leading global brands. In addition, the changes will further expand Fluent's ability to deliver relevant experiences that connect consumers to world-class brands, products, and services.

As Co-Founder of the Company and having served as Fluent's CEO since the inception of the business, Ryan Schulke is invigorated by his move into the new role of Chief Strategy Officer. *"Fluent is at an exciting juncture in a rapidly evolving and dynamic performance marketing industry. As Fluent's Chief Strategy Officer, I am better positioned to evolve our growth agenda to take advantage of these market dynamics, with industry leading quality for our consumers and advertisers, while continuing to build our platform that attracts strategic partnerships with some of the world's greatest brands."* Ryan Schulke has also been appointed as Chairman of Fluent's Board of Directors, overseeing the strategic direction of the Company.

Stepping into the new role of Chief Customer Officer, Matthew Conlin, who co-founded the company with Ryan Schulke and has served as Fluent's President for the last 10 years, will focus on the company's end-to-end customer acquisition strategy and capabilities in his new role. *"With the sharpened focus my role as Fluent's Chief Customer Officer brings to our organization, our commitment to building valuable consumer experiences and delivering our partners more highly efficient performance-driven growth solutions, increases exponentially."* Mr. Conlin will continue to serve on Fluent's Board of Directors.

Don Patrick, who has served as Fluent's COO for over three years, will take on the role of Interim CEO. *"The changes we are implementing will allow for better alignment across our product, sales and partnership teams against a number of our most important strategic growth initiatives. Just as important, we'll be enhancing our ability to deliver rewarding experiences between brands and consumers. We couldn't be more enthusiastic about the exciting growth opportunities and business outcomes that will result from our putting the right Fluent leaders in the right places operationally to evolve our strategy and guide the execution of our strategic initiatives."*

To learn more about Fluent, visit <https://www.fluentco.com/>.

About Fluent, Inc.

Fluent, Inc. (NASDAQ: FLNT) is a leading performance marketing company with an expertise in creating meaningful connections between consumers and brands. Leveraging our proprietary first-party data asset of opted-in consumer profiles, Fluent, Inc. drives intelligent growth strategies that deliver superior outcomes. Founded in 2010, the company is headquartered in New York City.

Forward-Looking Statements

This press release contains "forward-looking statements," as that term is defined under the Private Securities Litigation Reform Act of 1995 (PSLRA), which statements may be identified by words such as "expects," "plans," "projects," "will," "may," "anticipate," "believes," "should," "intends," "estimates," and other words of similar meaning. Such forward-looking statements are subject to risks and uncertainties that are often difficult to predict, are beyond our control and which may cause results to differ materially from expectations. Readers are cautioned not to place undue reliance on these forward-looking statements, which are based on our expectations as of the date of this press release and speak only as of the date of this press release. Readers are also advised to consider the factors under the heading "Forward-Looking Statements" and "Risk Factors" in the Company's Annual Report on Form 10-K, as may be supplemented or amended by the Company's Quarterly Reports on Form 10-Q and other SEC filings. The Company undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise, except as required by law.

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