

Conlin Matthew
Form 4
May 17, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Conlin Matthew

(Last) (First) (Middle)

C/O FLUENT, INC., 33
WHITEHALL STREET, 15TH
FLOOR

(Street)

NEW YORK, NY 10004

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Fluent, Inc. [FLNT]

3. Date of Earliest Transaction
(Month/Day/Year)
05/14/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/14/2018		P		9,523	A	\$ 2,423 (1)
Common Stock	05/15/2018		P		21,000	A	\$ 2,495 (2)
Common Stock	05/16/2018		P		14,077	A	\$ 2,605 (3)
Common							480,000 (4)

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Stock				
Common Stock		80,000	<u>(5)</u> <u>(6)</u>	D
Common Stock <u>(6)</u> <u>(7)</u>		50,000	<u>(6)</u> <u>(7)</u>	D
Common Stock <u>(6)</u> <u>(8)</u> <u>(9)</u>		550,000	<u>(6)</u> <u>(8)</u> <u>(9)</u>	D
Common Stock		2,000,000		I Held by RSMC Partners, LLC of which the Reporting Person is a member. <u>(10)</u>
Common Stock		1,077,040		I Held by GRAT in which reporting person is Sole Trustee <u>(11)</u>
Common Stock		20,000		I Held by Conlin Family Foundation Trust in which the Reporting Person serves as co-trustee <u>(12)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying	8. Price of Derivative Security	9. Number of Derivative Securities
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Securities (Instr. 3 and 4)	(Instr. 5)	Bene- Own- Follo- Repo- Trans- (Instr.
Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Conlin Matthew C/O FLUENT, INC. 33 WHITEHALL STREET, 15TH FLOOR NEW YORK, NY 10004	X	X	President	

Signatures

/s/ Matthew Conlin 05/17/2018

__Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Represents the average purchase of the acquired shares. The highest price at which a purchase was made is \$2.50; the lowest price at which a purchase was made is \$2.35.
- (2) Represents the average purchase of the acquired shares. The highest price at which a purchase was made is \$2.60; the lowest price at which a purchase was made is \$2.35.
- (3) Represents the average purchase of the acquired shares. The highest price at which a purchase was made is \$2.65; the lowest price at which a purchase was made is \$2.55.
- (4) On March 27, 2018, the Reporting Person received a grant of 480,000 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 three annual installments commencing on March 27, 2019, which delivery may be ended if the Reporting Person is terminated for cause.
- (5) On March 20, 2018, the Reporting Person received a grant of 80,000 restricted stock units ("RSUs"), convertible into common stock of the Issuer on a one-for-one basis under the Issuer's 2015 Stock Incentive Plan. The RSUs will vest in three equal annual installments, beginning on March 1, 2019.
- (6) The Reporting Person has elected to defer delivery of any vested RSUs until the reporting person's separation of service from the Company or a Change of Control.
- (7) On April 13, 2017, the Reporting Person received a grant of 50,000 RSUs, convertible into common stock of the Issuer on a one-for-one basis. The RSUs vest in three approximately equal installments on February 1, 2018, 2019 and 2020, subject to accelerated vesting under certain conditions.
- (8)

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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.

- (9) The RSUs will immediately vest upon (i) a Change of Control, or (ii) the reporting person's death or disability.
- (10) Held by RSMC Partners, LLC of which the Reporting Person is a member.
- (11) Held by GRAT in which reporting person is Sole Trustee.
- (12) Held by Conlin Family Foundation Trust in which the Reporting Person serves as co-trustee.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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