Conlin Matthew Form 4 August 31, 2018

FORM 4

Form 4 or

obligations

may continue.

Form 5

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005 Estimated average

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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 See Instruction

1(b).

(Last)

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * Conlin Matthew

> (First) (Middle)

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

NEW YORK, NY 10004

(Street)

2. Issuer Name and Ticker or Trading Symbol

Fluent, Inc. [FLNT]

3. Date of Earliest Transaction (Month/Day/Year) 08/29/2018

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_X__ Director _X__ 10% Owner X_ Officer (give title) __ Other (specify below)

President

6. Individual or Joint/Group Filing(Check

Applicable Line)

50,000 (4) (6) D

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

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative (Securi	ities Acc	quired, Disposed	of, or Benefici	ally 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of 6. Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect	Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock	08/29/2018		P	20,067	A	\$ 2.3 (1)	4,628,047	D	
Common Stock	08/30/2018		P	4,933	A	\$ 2.33 (2)	4,632,980	D	
Common Stock							480,000 (3)	D	
Common							80,000 (4) (5)	D	

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Common Stock					
Common Stock	550,000 (4) (7) (8)	D			
Common Stock	2,000,000	I	Held by RSMC Partners, LLC, of which the Reporting Person is a member.		
Common Stock	1,077,040	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.		
Reminder: Report on a separate line for each class of securities benefic	ially owned directly or indirectly.				
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 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative				Securities		(Instr. 3 and 4)		Owne
	Security				Acquired				Follo
					(A) or				Repo
					Disposed				Trans
					of (D)				(Instr
					(Instr. 3,				
		4, and 5)							

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Date Expiration Or Number Of Shares

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Conlin Matthew
C/O FLUENT, INC.
33 WHITEHALL STREET, 15TH FLOOR
NEW YORK, NY 10004

Relationships

X X President

Signatures

/s/ Matthew
Conlin

**Signature of Reporting Person

O8/31/2018

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).
- Represents the average purchase of the acquired shares. The highest price at which a purchase was made is \$2.35; the lowest price at which a purchase was made is \$2.30. The Reporting Person undertakes to provide the Issuer, any security holder or the staff of the Securities & Exchange Commission upon request full information regarding the number of shares purchased at each separate price with the ranges set forth in this footnote.
- Represents the average purchase of the acquired shares. The highest price at which a purchase was made is \$2.35; the lowest price at which a purchase was made is \$2.30. The Reporting Person undertakes to provide the Issuer, any security holder or the staff of the Securities & Exchange Commission upon request full information regarding the number of shares purchased at each separate price with the ranges set forth in this footnote.
- 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.
- (4) The Reporting Person has elected to defer delivery of any vested restricted stock units ("RSUs") until the reporting person's separation of service from the Company or a Change of Control.
- On March 20, 2018, the Reporting Person received a grant of 80,000 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.
- 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.
 - 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.

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

Reporting Owners 3

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