

Mandel Alexander
 Form 4
 February 05, 2019

FORM 4

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

OMB APPROVAL

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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 *
 Mandel Alexander

(Last) (First) (Middle)
 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)
 02/01/2019

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)
 Chief Financial Officer

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/01/2019		A		75,000	A	\$ 0
					75,000	(1) (2)	D
Common Stock	02/01/2019		A		175,000	A	\$ 0
					175,000	(2) (3)	D

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

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
Stock Option	\$ 4.72	02/01/2019		A	308,000	02/01/2020 ⁽⁴⁾ 02/01/2029	Common Stock 308,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mandel Alexander 33 WHITEHALL STREET 15TH FLOOR NEW YORK, NY 10004			Chief Financial Officer	

Signatures

/s/ Alexander
Mandel

02/05/2019

**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) On February 1, 2019, the Reporting Person received a grant of 75,000 restricted stock units ("RSUs") under the Issuer's 2015 Stock Incentive Plan. Subject to continuing service, the RSUs will vest in three equal annual installments, beginning on February 1, 2020.
If the Reporting Person's employment is terminated by the Issuer without cause (as defined in the Reporting Person's Employment Agreement), if the term of the Reporting Person's employment expires after a notice of non-renewal is delivered by the Issuer or if the Reporting Person terminates his employment for good reason (as defined in the Reporting Person's Employment Agreement), any RSUs that were scheduled to vest within one year after the date of termination (if employment had continued) shall become immediately vested.
- (3) On February 1, 2019, the Reporting Person received a grant of 175,000 RSUs under the Issuer's 2018 Stock Incentive Plan. Subject to continuing service, the RSUs will vest in four equal annual installments, beginning on February 1, 2021.
Beginning February 1, 2020, subject to continuing service, 50% of the Stock Option Grants will vest if the Issuer's stock price remains above \$5.90 per share for 20 consecutive trading days, and the remaining 50% of the Stock Option Grants will vest if the Issuer's stock price remains above \$7.375 per share for 20 consecutive trading days. Any Stock Option Grants that remain unvested as of February 1, 2024 will vest in full on such date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.