

Conlin Matthew
Form 4
December 17, 2018

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 *
Conlin Matthew

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/14/2018

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

President

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

(Street)

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

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

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

NEW YORK, NY 10004

(City) (State) (Zip)

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 12/14/2018 | | P/K | V | 130,714 A \$ 3.5 | 5,201,834 ⁽¹⁾ ₍₂₎ | D |
| Common Stock | | | | | 480,000 ⁽³⁾ | | D |
| Common Stock | | | | | 80,000 ⁽⁴⁾ ⁽⁵⁾ | | D |
| Common Stock | | | | | 50,000 ⁽⁴⁾ ⁽⁶⁾ | | D |
| 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 | | 663,900 ⁽²⁾ | 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 beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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/C FLUENT, INC. 33 WHITEHALL STREET, 15TH FLOOR NEW YORK, NY 10004 | X | X | President | |

Signatures

/s/ Matthew
Conlin 12/17/2018

**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).
- In a privately negotiated transaction, the Reporting Person exchanged 75,000 shares of Red Violet, Inc. beneficially held by the Reporting Person for the 130,714 acquired shares of the Issuer. For purposes of this exchange, the assumed price of the Issuer's shares was \$3.50 per share and the assumed price of the shares of Red Violet, Inc. was \$6.10 per share.
- (2) On November 30, 2018, 413,140 shares were transferred from Matthew Conlin 2017 Grantor Retained Annuity Trust, in which the Reporting Person is Sole Trustee, to the Reporting Person's personal account. These shares are now directly owned.
 - (3) 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.
 - (5) 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.
 - (6) 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.
 - (7) 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. 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.