

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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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 \*  
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  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
Chief Financial Officer

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

**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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Option                               | \$ 4.72  | 02/01/2019                           |  | A                              | 308,000   | 02/01/2020 <sup>(4)</sup> 02/01/2029                     | Common Stock 308,000  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| Mandel Alexander<br>33 WHITEHALL STREET<br>15TH FLOOR<br>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.