

Patrick Donald Huntley
 Form 4
 February 05, 2019

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
 Patrick Donald Huntley

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)
 33 WHITEHALL STREET, 15TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
 02/01/2019

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

Chief Operating Officer

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/01/2019		A		225,000	(1)	D
Common Stock					75,000		D
Common Stock					75,000	(2)	D
Common Stock					50,000	(3)	D
Common Stock					25,000	(4)	D

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

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SEC 1474
(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 (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)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock Option	\$ 4.72	02/01/2019		A	396,000	02/01/2020 ⁽⁵⁾	02/01/2029			Common Stock	396,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Patrick Donald Huntley
33 WHITEHALL STREET
15TH FLOOR
NEW YORK, NY 10004

Director 10% Owner Officer Other

Chief Operating Officer

Signatures

/s/ Donald
Patrick

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 225,000 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.
- (2) On March 27, 2018, the Reporting Person received a grant of 75,000 deferred stock units 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.
- (3) On March 20, 2018, the Reporting Person received a grant of 50,000 restricted stock units ("RSUs") under the Issuer's 2015 Stock Incentive Plan. Subject to continuing service, the RSUs will vest in two equal annual installments, beginning on February 1, 2020.
- (4) Also on March 20, 2018, the Reporting Person received a grant of 25,000 RSUs under the Issuer's 2015 Stock Incentive Plan. Subject to continuing service, the RSUs will vest in three equal annual installments, beginning on March 1, 2019.

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- (5) 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.