Perfit Ryan MacNab Form 4 February 05, 2019

#### **OMB APPROVAL** FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Perfit Ryan MacNab Issuer Symbol Fluent, Inc. [FLNT] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X\_ Officer (give title Other (specify 33 WHITEHALL STREET, 15TH 02/01/2019 below) **FLOOR** Interim CFO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting NEW YORK, NY 10004 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(- 3)	(*******)	1 able	1 - Non-De	erivative So	ecurit	ies Acq	juirea, Disposea o	i, or Beneficial	ly Ownea
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired tion(A) or Disposed of (D) ) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	02/01/2019		A	15,000	A	\$0	15,000 (1)	D	
Common Stock							68,512	D	
Common Stock							10,666 <u>(2)</u>	D	
Common Stock							50,000 (3)	D	
Common Stock							90,000 (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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisab	le and	7. Title and A	Amount o
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative Code Securities		Expiration Date		Underlying Securities (Instr. 3 and 4)	
Security	or Exercise		any			(Month/Day/Year			
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)	•			
	Derivative				or Disposed of				
	Security			(D)					
	•				(Instr. 3, 4,				
					and 5)				
									Amount
						Date Exercisable	Expiration	Title	or
									Number
				Code V	(A) (D)		Date		of Share
				Couc v	(A) (D)				or onarc
Stock	¢ 4.70	02/01/2010			26,000	02/01/2020(5)	00/01/0000	Common	26.000
	\$ 4.72	02/01/2019		A	26,000	02/01/2020(3)	02/01/2029	Stock	26,000
	Derivative Security	Derivative Conversion Security or Exercise (Instr. 3) Price of Derivative Security  Stock \$4.72	Derivative Conversion (Month/Day/Year) Security or Exercise (Instr. 3) Price of Derivative Security  Stock \$4.72 02/01/2019	Derivative Conversion (Month/Day/Year) Execution Date, if Security or Exercise (Instr. 3) Price of Derivative Security Stock \$ 4.72 02/01/2019	Derivative Conversion (Month/Day/Year) Execution Date, if Security or Exercise (Instr. 3) Price of Derivative Security  Code (Instr. 8)  Code V  Stock \$4.72 02/01/2019	Derivative Conversion (Month/Day/Year) Execution Date, if any Code Securities (Instr. 3) Price of Derivative Security Security  Security  Or Exercise (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Code V (A) (D)  Stock  \$4.72   02/01/2019   A 26.000	Derivative Conversion (Month/Day/Year) Execution Date, if any Code Securities (Month/Day/Year) Expiration Date (Month/Day/Year) Expiration Date (Month/Day/Year) Code Securities (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Stock \$4.72 02/01/2019  Expiration Date (Month/Day/Year) (Month/Day/Year) Date Exercisable Code V (A) (D)	Derivative Conversion (Month/Day/Year) Execution Date, if any Code Securities (Month/Day/Year) Price of Derivative Security  Price of Security  Or Exercise (Month/Day/Year)  Derivative Security  Price of Security  Or Disposed of (D) (Instr. 3, 4, and 5)  Date Exercisable Expiration Date (Month/Day/Year)  Date Exercisable Expiration Date  Code V (A) (D)  Stock  \$ 4.72   02/01/2019   A 26.000   02/01/2020(5)   02/01/2029	Derivative Security or Exercise (Instr. 3) Price of Derivative Security Security  Observative Securities (Month/Day/Year)  Observative Security  Observative Securities (Month/Day/Year)  Observative Securities (Month/Day/Y

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Perfit Ryan MacNab 33 WHITEHALL STREET 15TH FLOOR NEW YORK, NY 10004

Interim CFO

# **Signatures**

/s/ Ryan Perfit 02/05/2019

\*\*Signature of 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 15,000 RSUs under the Issuer's 2018 Stock Incentive Plan. Subject to continuing service, the RSUs will vest in five equal annual installments, beginning February 1, 2020.
- (2) On April 13, 2017, the Reporting Person received a grant of 10,666 RSUs under the Issuer's 2015 Stock Incentive Plan. Subject to continuing service, the RSUs will vest on February 1, 2020.
- (3) On March 20, 2018, the Reporting Person received a grant of 50,000 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.
- (4) On March 27, 2018, the Reporting Person received a grant of 90,000 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

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may be ended if the Reporting Person is terminated for cause.

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.