

Perfit Ryan MacNab
Form 4
February 05, 2019

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Perfit Ryan MacNab

(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)

Interim CFO

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/01/2019		A	15,000	A \$ 0 15,000 ⁽¹⁾	D	
Common Stock					68,512	D	
Common Stock					10,666 ⁽²⁾	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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(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 or Number of Shares
Stock Option	\$ 4.72	02/01/2019		A		26,000		02/01/2020 ⁽⁵⁾	02/01/2029	Common Stock	26,000

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
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 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.

- (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.

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