

Fluent, Inc.
Form 8-K
October 17, 2018

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): October 12, 2018

FLUENT, INC.
(Exact name of registrant as specified in its charter)

Delaware 001-37893 77-0688094
(State or other jurisdiction (Commission (I.R.S. Employer
of incorporation) File Number) Identification No.)
33 Whitehall Street, 15th Floor
New York, New York 10004
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (646) 669-7272

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2 (b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4 (c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01. Entry into a Material Definitive Agreement.

On October 12, 2018, Fluent, LLC (“Fluent”), a wholly-owned subsidiary of Fluent, Inc. (the “Company”), entered into Amendment No. 8 to Credit Agreement (the “Amendment”), among Fluent, as Borrower, the Company, certain subsidiaries of the Company party thereto, the financial institutions party thereto, as lenders, and Whitehorse Finance, Inc., as Administrative Agent (the “Administrative Agent”), amending Fluent’s term loan facility originally dated as of December 8, 2015 (as previously amended, the “Agreement”).

The Amendment, among other things, modified the definition of "Permitted Acquisition" in the Agreement to raise the limit on Acquisition Consideration for Permitted Acquisitions (as such terms are defined in the Agreement) from \$7,500,000 to \$25,000,000. This Amendment allows the Company more flexibility for potential acquisition opportunities.

The above summary of the Amendment is qualified in its entirety by reference to the full text of the Amendment, filed as Exhibit 10.1 to this Current Report on Form 8-K, and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No. Description

<u>10.1</u>	Amendment No. 8 to Credit Agreement, dated as of October 12, 2018, by and among the Company, Fluent, as Borrower, the other borrower parties thereto, WhiteHorse Finance, Inc., as administrative agent, and the other lenders party thereto.
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Fluent, Inc.

October 17, 2018 By: /s/ Ryan Schulke
Name: Ryan Schulke
Title: Chief Executive Officer