As filed with the Securities and Exchange Commission on September 1, 2026

Registration No. 333-

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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Fluent, Inc.
(Exact name of registrant as specified in its charter)

Delaware	**77-0688094**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

300 Vesey Street, 9th Floor
New York, New York 10282
(Address of Principal Executive Offices) (Zip Code)

Fluent, Inc.
2022 Omnibus Equity Incentive Plan
(Full title of the plan)

Donald Patrick
Chief Executive Officer
Fluent, Inc.
300 Vesey Street, 9th Floor
New York, NY 10282
(Name and address of agent for service)

(646) 669-7272
(Telephone number, including area code, of agent for service)

With a copy to:

John D. Tishler, Esq.
Nazia J. Khan, Esq.
Sheppard, Mullin, Richter & Hampton LLP
12275 El Camino Real, Suite 100
San Diego, CA 92130
Tel: (858) 720-8943

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☒	Smaller reporting company	☒
		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 7(a)(2)(B) of the Securities Act. ☐

EXPLANATORY NOTE

Fluent, Inc. (the "Company") is filing this Registration Statement on Form S-8 (the "Registration Statement") for the purpose of registering additional shares of our common stock, par value $0.0005 per share (the "Common Stock"), under the Fluent, Inc. 2022 Omnibus Equity Incentive Plan (as amended, the "2022 Plan"). On June 17, 2026, the Company's stockholders approved an amendment to the 2022 Plan to increase the number of shares reserved for issuance thereunder to 5,566,666 shares from 3,666,666 shares (the "Plan Amendment"). As such, this Registration Statement registers 1,900,000 additional shares of Common Stock available for issuance under the 2022 Plan as a result of the approval of the Plan Amendment by the Company's stockholders.

We previously filed with the Securities and Exchange Commission (the "SEC") registration statements on Form S-8 on August 10, 2022 (File No. 333-266743) and on September 15, 2025 (File No. 333-290272) (the "Prior Registration Statements") registering shares of Common Stock issuable under the 2022 Plan. This Registration Statement relates to securities of the same class as those to which the Prior Registration Statements relate, and is submitted in accordance with General Instruction E to Form S-8 regarding registration of additional securities. Pursuant to General Instruction E of Form S-8, the contents of the Prior Registration Statements are incorporated herein by reference and made part of this Registration Statement, except for Items 3 and 8, which are being updated by this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents filed by us with the SEC pursuant to the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are incorporated herein by reference:

- the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2025, filed with the SEC on March 31, 2026, as amended by the Form 10-K/A filed with the SEC on April 30, 2026;

- the Company's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2026 and June 30, 2026, filed with the SEC on May 13, 2026 and August 13, 2026, respectively;

- the Company's Current Reports on Form 8-K (excluding any reports or portions thereof that are deemed to be furnished and not filed) filed with the SEC on February 5, 2026 and June 18, 2026;

- our definitive proxy statement on Schedule 14A filed with the SEC on May 6, 2026; and

- the description of our Common Stock contained in our Registration Statement on Form 8-A filed with the SEC on September 26, 2016, including any amendments and reports filed for the purpose of updating such description.

In addition, all documents we subsequently file pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items), after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

We will provide to you, upon request, a copy of each of our filings at no cost. Please make your request by writing or telephoning us at the following address or telephone number:

Fluent, Inc.
Attn: Legal Department
300 Vesey Street, 9th Floor
New York, NY 10282
Tel: (646) 669-7272

ITEM 8. EXHIBITS.

EXHIBIT INDEX

Exhibit Number	Description
4.1	Form of Common Stock Certificate (incorporated by reference to Exhibit 4.1 of our Current Report on Form 8-K filed April 16, 2018)
5.1*	Opinion of Sheppard, Mullin, Richter & Hampton LLP
10.1	Fluent, Inc. 2022 Omnibus Equity Incentive Plan (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on June 10, 2022)
10.2	Amendment No. 1 to the Fluent, Inc. 2022 Omnibus Equity Incentive Plan (incorporated by reference to Appendix A to our definitive proxy statement on Schedule 14A filed with the SEC on April 25, 2025)
10.3	Amendment No. 2 to the Fluent, Inc. 2022 Omnibus Equity Incentive Plan (incorporated by reference to Exhibit 10.2 to our Quarterly Report on Form 10-Q filed with the SEC on August 13, 2026)
10.4	Form of Restricted Stock Unit Award Grant Notice (2022 Omnibus Equity Incentive Plan) (incorporated by reference to Exhibit 10.1 to our Quarterly Report on Form 10-Q, filed August 13, 2026)
10.5	Form of Restricted Stock Unit Award Grant Notice (2022 Long Term Incentive Plan) (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q, filed August 21, 2023)
10.6	Form of 2022 Performance Share Unit Agreement (2022 Omnibus Equity Incentive Plan) (incorporated by reference to Exhibit 10.4 to our Quarterly Report on Form 10-Q, filed August 21, 2023)
10.7	Form of Stock Option Grant Notice and Option Agreement (2022 Omnibus Equity Incentive Plan) (incorporated by reference to Exhibit 10.5 to our Quarterly Report on Form 10-Q, filed August 21, 2023)
23.1*	Consent of Grant Thornton, LLP
23.2*	Consent of Sheppard, Mullin, Richter & Hampton LLP (included in Exhibit 5.1)
24.1*	Power of Attorney (included on signature page)
107*	Filing Fee Table

* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on the 1st day of September 2026.

Fluent, Inc.

By: /s/ Donald Patrick
Donald Patrick
Chief Executive Officer
(Principal Executive Officer)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below does hereby constitute and appoint Donald Patrick, with full power of substitution, his or her true and lawful attorney-in-fact to act for him or her in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file each of the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact full power and authority to do and perform each and every act and thing requisite and necessary to be done in order to effectuate the same as fully, to all intents and purposes, as he or she could do in person, hereby ratifying and confirming all that said attorneys-in-fact or substitutes, or any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Donald Patrick Donald Patrick	Chief Executive Officer (Principal Executive Officer)	September 1, 2026
/s/ Ryan Perfit Ryan Perfit	Chief Financial Officer (Principal Financial and Accounting Officer)	September 1, 2026
/s/ Ryan Schulke Ryan Schulke	Chairman and Chief Strategy Officer	September 1, 2026
/s/ Matthew Conlin Matthew Conlin	Chief Customer Officer and Director	September 1, 2026
/s/ Don Mathis Don Mathis	Director	September 1, 2026
/s/ Barbara Kohn Barbara Kohn	Director	September 1, 2026
/s/ David Graff David Graff	Director	September 1, 2026
/s/ Richard Pfenniger Richard Pfenniger	Director	September 1, 2026
/s/ James P. Geygan James P. Geygan	Director	September 1, 2026

Sheppard

Sheppard, Mullin, Richter & Hampton LLP
12275 El Camino Real
San Diego, CA 92130-4092
858.720.8900 main
858.509.3691 fax
www.sheppard.com

September 1, 2026

VIA ELECTRONIC MAIL
Fluent, Inc.
300 Vesey Street, 9th Floor
New York, NY 10282

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

You have requested our opinion with respect to certain matters in connection with the filing by Fluent, Inc., a Delaware corporation (the "Company"), of a Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Securities Act"), with the U.S. Securities and Exchange Commission (the "Commission"), covering 1,900,000 shares (the "Shares") of the Company's common stock, par value $0.0005 per share (the "Common Stock"), which may be issued pursuant to the Company's 2022 Omnibus Equity Incentive Plan (as amended, the "Plan").

This opinion (this "Opinion") is being furnished in accordance with the requirements of Item 8 of Form S-8 and Item 601(b)(5)(i) of Regulation S-K.

In connection with this Opinion, we have reviewed and relied upon the Registration Statement, the Company's Certificate of Incorporation, as amended, as in effect on the date hereof (the "Certificate of Incorporation"), the Company's Amended and Restated Bylaws, as in effect on the date hereof (the "Bylaws" and together with the Certificate of Incorporation, the "Charter Documents"), the proceedings taken by the Company with respect to the authorization and adoption of the Plan, resolutions adopted by the board of directors of the Company, and such other documents, records, certificates, memoranda and other instruments as we deem necessary as a basis for this Opinion.

With respect to the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, and the conformity to the original of all documents submitted to us as certified or reproduced copies. We have also assumed that the Shares will be uncertificated in accordance with Section 158 of the Delaware General Corporation Law, and the transfer agent therefor will register the purchaser thereof as the registered owner of any uncertificated Shares on its stock transfer books and records. We have further assumed that (a) shares of Common Stock currently reserved for issuance under the Plan will remain available for the issuance of the Shares, and (b) neither the Company's Charter Documents nor any of the proceedings relating to either the Plan or any of the award agreements relating to the Shares will be rescinded, amended or otherwise modified prior to the issuance of the Shares. We have also obtained from public officials and officers of the Company certificates or comparable documents as to certain factual matters and, insofar as this Opinion is based on matters of fact, we have relied on such certificates and comparable documents without independent investigation. We have made such other investigations as we have deemed relevant and necessary in connection with the opinions hereinafter set forth.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when issued and sold in the manner referred to in the Plan and against proper payment and consideration thereof and pursuant to the agreements that accompany the Plan, will be legally and validly issued, fully paid and nonassessable.

We consent to the filing of this Opinion as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

We express no opinion as to matters governed by any laws other than the Delaware General Corporation Law and reported decisions of the Delaware courts interpreting such law.

This Opinion is rendered as of the date first written above, and we disclaim any obligation to advise you of facts, circumstances, events or developments which hereafter may be brought to our attention and which may alter, affect or modify the opinion expressed herein. Our opinion is expressly limited to the matters set forth above, and we render no opinion, whether by implication or otherwise, as to any other matters relating to the Company, the Shares, the Plan, the award agreements related to the Shares, or the Registration Statement.

Respectfully Submitted,

/s/ Sheppard, Mullin, Richter & Hampton LLP
SHEPPARD, MULLIN, RICHTER & HAMPTON LLP

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our report dated March 31, 2026, with respect to the consolidated financial statements of Fluent, Inc. included in the Annual Report on Form 10-K for the year ended December 31, 2025, which are incorporated by reference in this Registration Statement. We consent to the incorporation by reference of the aforementioned report in this Registration Statement.

GRANT THORNTON LLP (signed manually)

New York, New York
September 1, 2026

Calculation of Filing Fee Tables

S-8

Fluent, Inc.

Table 1: Newly Registered Securities

	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
1	Equity	Common Stock, $0.0005 par value	Other	1,900,000	$ 3.58	$ 6,802,000.00	0.0001381	$ 939.36
				Total Offering Amounts:		$ 6,802,000.00		$ 939.36
				Total Fee Offsets:				$ 0.00
				Net Fee Due:				$ 939.36

Offering Note

1

Estimated solely for purposes of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended (the "Securities Act"), by averaging the high and low sales prices of Fluent, Inc.'s (the "Registrant's") common stock, par value $0.0005 per share ("Common Stock"), as reported on The Nasdaq Capital Market on August 28, 2026, which date is within five business days prior to the filing of this Registration Statement.

Pursuant to Rule 416(a) under the Securities Act, this Registration Statement shall also cover an indeterminate number of additional shares of Common Stock of the Registrant which become issuable under the Registrant's 2022 Omnibus Equity Incentive Plan (as amended, the "2022 Plan") by reason of any stock dividend, stock split, recapitalization or other similar transaction that increases the number of outstanding shares of Common Stock. In addition, pursuant to Rule 416(c) under the Securities Act, this Registration Statement shall also cover an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plans described herein.

Represents 1,900,000 additional shares of Common Stock available for issuance under the 2022 Plan. On June 17, 2026, at the Registrant's 2026 annual meeting of stockholders, the stockholders of the Registrant approved an increase in the number of shares reserved under the 2022 Plan by 1,900,000 shares.

Table 2: Fee Offset Claims and Sources ☑**Not Applicable**

	Registrant or Filer Name	Form or Filing Type	File Number	Initial Filing Date	Filing Date	Fee Offset Claimed	Security Type Associated with Fee Offset Claimed	Security Title Associated with Fee Offset Claimed	Unsold Securities Associated with Fee Offset Claimed	Unsold Aggregate Offering Amount Associated with Fee Offset Claimed	Fee Paid with Fee Offset Source
						Rule 457(p)					
Fee Offset Claims											
Fee Offset Sources											