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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 OMB APPROVAL
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| | lress of Reporting P ture Manager | erson [*] nent Co. V, L.L.C. | 2. Issuer Name and Ticker or Trading Symbol Cardlytics, Inc. [CDLX] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|---|--------------------------------------|--|---|---|
| <u>- otario (entare intana) entene oot (, 212) or</u> | | | | Director X 10% Owner |
| (Last) C/O POLARIS | (First) S PARTNERS | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 02/13/2018 | Officer (give title Other (specify below) below) |
| ONE MARINA PARK DRIVE, 10TH FL. | | | | |
| (Street) BOSTON | MA | 02210 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting |
| (City) | (State) | (Zip) | | 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. Transa Code (8) | | 4. Securities A Disposed Of (| Acquired D) (Instr. | (A) or 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership |
|---------------------------------|--|---|------------------------------|---|----------------------------------|------------------------|-----------------------|---|---|---|
| | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (Instr. 4) |
| Common Stock | 02/13/2018 | | С | | 771,947 | A | (1) | 771,947 | I | See Footnote ⁽²⁾ |
| Common Stock | 02/13/2018 | | С | | 15,045 | A | (1) | 15,045 | I | See Footnote ⁽³⁾ |
| Common Stock | 02/13/2018 | | с | | 5,287 | A | (1) | 5,287 | I | See Footnote ⁽⁴⁾ |
| Common Stock | 02/13/2018 | | с | | 7,719 | A | (1) | 7,719 | I | See Footnote ⁽⁵⁾ |
| Common Stock | 02/13/2018 | | С | | 931,174 | A | (1) | 1,703,121 | I | See Footnote ⁽²⁾ |
| Common Stock | 02/13/2018 | | С | | 18,148 | A | (1) | 33,193 | I | See Footnote ⁽³⁾ |
| Common Stock | 02/13/2018 | | С | | 6,378 | A | (1) | 11,665 | I | See Footnote ⁽⁴⁾ |
| Common Stock | 02/13/2018 | | С | | 9,311 | A | (1) | 17,030 | I | See Footnote ⁽⁵⁾ |
| Common Stock | 02/13/2018 | | С | | 417,683 | A | (1) | 2,120,804 | I | See Footnote ⁽²⁾ |
| Common Stock | 02/13/2018 | | С | | 8,140 | A | (1) | 41,333 | I | See Footnote ⁽³⁾ |
| Common Stock | 02/13/2018 | | С | | 2,861 | A | (1) | 14,526 | I | See Footnote ⁽⁴⁾ |
| Common Stock | 02/13/2018 | | С | | 4,176 | A | (1) | 21,206 | I | See Footnote ⁽⁵⁾ |
| Common Stock | 02/13/2018 | | С | | 164,446 | A | (1) | 2,285,250 | I | See Footnote ⁽²⁾ |
| Common Stock | 02/13/2018 | | С | | 3,205 | A | (1) | 44,538 | I | See Footnote ⁽³⁾ |
| Common Stock | 02/13/2018 | | С | | 1,126 | A | (1) | 15,652 | I | See Footnote ⁽⁴⁾ |
| Common Stock | 02/13/2018 | | с | | 1,644 | A | (1) | 22,850 | I | See Footnote ⁽⁵⁾ |
| Common Stock | 02/13/2018 | | С | | 25,571 | A | (1) | 2,310,821 | I | See Footnote ⁽²⁾ |
| Common Stock | 02/13/2018 | | С | | 498 | A | (1) | 45,036 | I | See Footnote ⁽³⁾ |
| Common Stock | 02/13/2018 | | с | | 175 | A | (1) | 15,827 | I | See Footnote ⁽⁴⁾ |

| | | Tal | ble I - Non-D | erivativ | ve S | ecuri | ties Aco | quired | , Dis | posed o | f, or B | en | eficially | Owned | | | | |
|--|--|------------|-----------------------|--|------|--------|---------------------------------|------------------------------|--|-------------------------|--|--------------|-------------------------------------|--|----------------------|---|--------------------------------|---|
| 1. Title of S | ecurity (Instr | . 3) | Date | ransactior e nth/Day/Ye | ear) | if any | emed ion Date, /Day/Year) | 3. Transa Code (8) | | 4. Securiti Disposed | es Acqui Of (D) (In | red Istr. | (A) or 3, 4 and 5) | 5. Amount Securities Beneficially Owned Fol Reported | y | 6. Own Form: I (D) or II (I) (Inst | Direct ndirect r. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | | | | | | Code | v | Amount | (A) (D) | or | Price | Transaction (Instr. 3 and | | | | (1150. 4) |
| Common Stock | | | 02 | 2/13/201 | 8 | | | С | | 255 | A | ł | (1) | 23,1 | 05 |] | | See Footnote ⁽⁵⁾ |
| Common S | Common Stock 02/13/20 | | | 2/13/201 | 8 | | | С | | 27,988 | 3 A | ł | (1) | 2,338, | 809 |] | | See Footnote ⁽²⁾ |
| Common Stock 02/ | | | 2/13/201 | 8 | | | С | | 545 | A | ł | (1) | 45,581 | |] | | See Footnote ⁽³⁾ | |
| Common Stock | | | 0. | 2/13/201 | 8 | | | С | | 191 | A | ł | (1) | 16,0 | 16,018 | | | See Footnote ⁽⁴⁾ |
| Common S | Stock | ick (| | | 8 | | | С | | 280 A | | ł | (1) | 23,385 | |] | | See Footnote ⁽⁵⁾ |
| Common S | Stock | | 0. | 02/13/2018 | | | | С | 205,02 | | 0 A | ł | (1) | 2,543, | 829 |] | | See Footnote ⁽²⁾ |
| Common S | Stock | | 0: | 2/13/201 | 8 | | | С | | 3,995 | A | ł | (1) | 49,5 | 76 | | | See Footnote ⁽³⁾ |
| Common S | Stock | | 0. | 2/13/201 | 8 | | | с | | 1,404 | | Ą | (1) | 17,422 | | 1 | | See Footnote ⁽⁴⁾ |
| Common S | Stock | | 0. | 02/13/2018 | | | | С | | 2,050 | A | ١ | (1) | 25,435 | | | | See Footnote ⁽⁵⁾ |
| | | | Table II - De (e.e | | | | | | | osed of, convertil | | | |)wned | | | · · · | |
| 1. Title of Derivative Security (Instr. 3) | 2. 3. Transaction 3A. Deemed 4. 5. Number of 6. Dat Conversion Date Execution Date, Transaction Derivative Expire | | Expirati | Expiration Date of Securi (Month/Day/Year) Underlyin Derivativ | | | Fitle and Amount Securities | | 8. Price of Derivative Security (Instr. 5) Benefi Ownec Follow Report | | tive Ownershi ties Form: cially Direct (D) d or Indirec ting (I) (Instr. 4 | | t (Instr. 4) | | | | | |
| | | | | Code | v | (A) | (D) | Date Exercisa | able | Expiration Date | Title | | Amount or Number of Shares | | Transac (Instr. 4 | | | |
| Series A-R Redeemable Convertible Preferred | (1) | 02/13/2018 | | С | | | 771,947 | (1) | | (1) | Commo Stock | | 771,947 | \$0.00 | C | , | I | See Footnote ⁽²⁾ |

| Derivative Security | | | | | or D of (I 3, 4 | visposed D) (Instr. and 5) | | | (Instr. 3 and 4) | | (, | Owned Following Reported Transaction(s) | or Indirect (I) (Instr. 4) | (Instr. 4) |
|------------------------|--|--|--|--|---|---|--|---|---|--|---|--|--|--|
| | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | (Instr. 4) | | |
| (1) | 02/13/2018 | | С | | | 771,947 | (1) | (1) | Common Stock | 771,947 | \$0.00 | 0 | I | See Footnote ⁽²⁾ |
| (1) | 02/13/2018 | | С | | | 15,045 | (1) | (1) | Common Stock | 15,045 | \$0.00 | 0 | I | See Footnote ⁽³⁾ |
| (1) | 02/13/2018 | | С | | | 5,287 | (1) | (1) | Common Stock | 5,287 | \$0.00 | 0 | I | See Footnote ⁽⁴⁾ |
| (1) | 02/13/2018 | | С | | | 7,719 | (1) | (1) | Common Stock | 7,719 | \$0.00 | 0 | I | See Footnote ⁽⁵⁾ |
| (1) | 02/13/2018 | | С | | | 931,174 | (1) | (1) | Common Stock | 931,174 | \$0.00 | 0 | I | See Footnote ⁽²⁾ |
| (1) | 02/13/2018 | | С | | | 18,148 | (1) | (1) | Common Stock | 18,148 | \$0.00 | 0 | Ι | See Footnote ⁽³⁾ |
| (1) | 02/13/2018 | | С | | | 6,378 | (1) | (1) | Common Stock | 6,378 | \$0.00 | 0 | I | See Footnote ⁽⁴⁾ |
| (1) | 02/13/2018 | | С | | | 9,311 | (1) | (1) | Common Stock | 9,311 | \$0.00 | 0 | I | See Footnote ⁽⁵⁾ |
| (1) | 02/13/2018 | | С | | | 417,683 | (1) | (1) | Common Stock | 417,683 | \$0.00 | 0 | Ι | See Footnote ⁽²⁾ |
| | Security (1) (1) (1) (1) (1) (1) (1) (1) (1) (1) | Security Image: security (1) 02/13/2018 (1) 02/13/2018 (1) 02/13/2018 (1) 02/13/2018 (1) 02/13/2018 (1) 02/13/2018 (1) 02/13/2018 (1) 02/13/2018 (1) 02/13/2018 (1) 02/13/2018 (1) 02/13/2018 (1) 02/13/2018 | Security Image: Security (1) 02/13/2018 (1) 02/13/2018 (1) 02/13/2018 (1) 02/13/2018 (1) 02/13/2018 (1) 02/13/2018 (1) 02/13/2018 (1) 02/13/2018 (1) 02/13/2018 (1) 02/13/2018 (1) 02/13/2018 (1) 02/13/2018 | Security Image: security </td <td>Security Image: security Image: security<!--</td--><td>(1) $02/13/2018$ $Code$ v (A) (1) $02/13/2018$ CC I I (1) $02/13/2018$ CC I I</td><td>(1) $02/13/2018$ (2) (2) (3) (7) (7)</td><td>(1) (2) $(3, 4 \rightarrow 1)$ $(3, 4 \rightarrow 1)$ (1) (1)</td><td>(1) (2) (3) <t< td=""><td>Image: border border</td><td>1 + 1 + 1 + 1 + 1 + 1 + 1 + 1 + 1 + 1 +</td><td>Image: box in the set of the se</td><td>Image: Participant series (1, 2, 2, 3, 2, 3, 2, 3, 3, 3, 3, 3, 3, 3, 3, 3, 3, 3, 3, 3,</td><td>Image: Problem in the second secon</td></t<></td></td> | Security Image: security </td <td>(1) $02/13/2018$ $Code$ v (A) (1) $02/13/2018$ CC I I (1) $02/13/2018$ CC I I</td> <td>(1) $02/13/2018$ (2) (2) (3) (7) (7)</td> <td>(1) (2) $(3, 4 \rightarrow 1)$ $(3, 4 \rightarrow 1)$ (1) (1)</td> <td>(1) (2) (3) <t< td=""><td>Image: border border</td><td>1 + 1 + 1 + 1 + 1 + 1 + 1 + 1 + 1 + 1 +</td><td>Image: box in the set of the se</td><td>Image: Participant series (1, 2, 2, 3, 2, 3, 2, 3, 3, 3, 3, 3, 3, 3, 3, 3, 3, 3, 3, 3,</td><td>Image: Problem in the second secon</td></t<></td> | (1) $02/13/2018$ $Code$ v (A) (1) $02/13/2018$ CC I I | (1) $02/13/2018$ (2) (2) (3) (7) (3) (7) (3) (7) (3) (7) (3) (7) (3) (7) (3) (7) (3) (7) | (1) (2) $(3, 4 \rightarrow 1)$ $(3, 4 \rightarrow 1)$ (1) | (1) (2) (3) <t< td=""><td>Image: border border</td><td>1 + 1 + 1 + 1 + 1 + 1 + 1 + 1 + 1 + 1 +</td><td>Image: box in the set of the se</td><td>Image: Participant series (1, 2, 2, 3, 2, 3, 2, 3, 3, 3, 3, 3, 3, 3, 3, 3, 3, 3, 3, 3,</td><td>Image: Problem in the second secon</td></t<> | Image: border | 1 + 1 + 1 + 1 + 1 + 1 + 1 + 1 + 1 + 1 + | Image: box in the set of the se | Image: Participant series (1, 2, 2, 3, 2, 3, 2, 3, 3, 3, 3, 3, 3, 3, 3, 3, 3, 3, 3, 3, | Image: Problem in the second secon |

| 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. Transa Code (8) | | Deri Sec Acq or D of (I | umber of vative urities uired (A) visposed D) (Instr. and 5) | 6. Date Exerc Expiration Da (Month/Day/\ | ate | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | Transaction(s) (Instr. 4) | | |
| Series C-R Redeemable Convertible Preferred Stock | (1) | 02/13/2018 | | С | | | 8,140 | (1) | (1) | Common Stock | 8,140 | \$0.00 | 0 | I | See Footnote ⁽³⁾ |
| Series C-R Redeemable Convertible Preferred Stock | (1) | 02/13/2018 | | С | | | 2,861 | (1) | (1) | Common Stock | 2,861 | \$0.00 | 0 | I | See Footnote ⁽⁴⁾ |
| Series C-R Redeemable Convertible Preferred Stock | (1) | 02/13/2018 | | С | | | 4,176 | (1) | (1) | Common Stock | 4,176 | \$0.00 | 0 | I | See Footnote ⁽⁵⁾ |
| Series D-R Redeemable Convertible Preferred Stock | (1) | 02/13/2018 | | С | | | 164,446 | (1) | (1) | Common Stock | 164,446 | \$0.00 | 0 | I | See Footnote ⁽²⁾ |
| Series D-R Redeemable Convertible Preferred Stock | (1) | 02/13/2018 | | С | | | 3,205 | (1) | (1) | Common Stock | 3,205 | \$0.00 | 0 | I | See Footnote ⁽³⁾ |
| Series D-R Redeemable Convertible Preferred Stock | (1) | 02/13/2018 | | С | | | 1,126 | (1) | (1) | Common Stock | 1,126 | \$0.00 | 0 | I | See Footnote ⁽⁴⁾ |
| Series D-R Redeemable Convertible Preferred Stock | (1) | 02/13/2018 | | С | | | 1,644 | (1) | (1) | Common Stock | 1,644 | \$0.00 | 0 | I | See Footnote ⁽⁵⁾ |
| Series E-R Redeemable Convertible Preferred Stock | (1) | 02/13/2018 | | С | | | 25,571 | (1) | (1) | Common Stock | 25,571 | \$0.00 | 0 | I | See Footnote ⁽²⁾ |
| Series E-R Redeemable Convertible Preferred Stock | (1) | 02/13/2018 | | С | | | 498 | (1) | (1) | Common Stock | 498 | \$0.00 | 0 | I | See Footnote ⁽³⁾ |
| Series E-R Redeemable Convertible Preferred Stock | (1) | 02/13/2018 | | С | | | 175 | (1) | (1) | Common Stock | 175 | \$0.00 | 0 | I | See Footnote ⁽⁴⁾ |
| Series E-R Redeemable Convertible Preferred Stock | (1) | 02/13/2018 | | С | | | 255 | (1) | (1) | Common Stock | 255 | \$0.00 | 0 | I | See Footnote ⁽⁵⁾ |
| Series G Redeemable Convertible Preferred Stock | (1) | 02/13/2018 | | С | | | 27,988 | (1) | (1) | Common Stock | 27,988 | \$0.00 | 0 | I | See Footnote ⁽²⁾ |
| Series G Redeemable Convertible Preferred Stock | (1) | 02/13/2018 | | С | | | 545 | (1) | (1) | Common Stock | 545 | \$0.00 | 0 | I | See Footnote ⁽³⁾ |
| Series G Redeemable Convertible Preferred Stock | (1) | 02/13/2018 | | С | | | 191 | (1) | (1) | Common Stock | 191 | \$0.00 | 0 | I | See Footnote ⁽⁴⁾ |
| Series G Redeemable Convertible Preferred Stock | (1) | 02/13/2018 | | С | | | 280 | (1) | (1) | Common Stock | 280 | \$0.00 | 0 | I | See Footnote ⁽⁵⁾ |
| Series G? Redeemable Convertible Preferred Stock | (1) | 02/13/2018 | | с | | | 205,020 | (1) | (1) | Common Stock | 205,020 | \$0.00 | 0 | I | See Footnote ⁽²⁾ |

| | | | Table II - Deriv (e.g., | | | | | uired, Disj , options, | | | | Dwned | | | |
|--|---|---|---|------------------------------|------------|-------------------------------------|---|--|--------------------|---|-------------------------------------|---|--|---|--|
| 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. Transa Code (8) | | Deri Sec Acq or D of (E | umber of vative urities uired (A) isposed D) (Instr. and 5) | 6. Date Exerc Expiration Da (Month/Day/) | ate | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | Derivative derivative Security Securities | | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | (Instr. 4) | | |
| Series G? Redeemable Convertible Preferred Stock | (1) | 02/13/2018 | | С | | | 3,995 | (1) | (1) | Common Stock | 3,995 | \$0.00 | 0 | I | See Footnote ⁽³⁾ |
| Series G? Redeemable Convertible Preferred Stock | (1) | 02/13/2018 | | С | | | 1,404 | (1) | (1) | Common Stock | 1,404 | \$0.00 | 0 | I | See Footnote ⁽⁴⁾ |
| Series G? Redeemable Convertible Preferred Stock | (1) | 02/13/2018 | | С | | | 2,050 | (1) | (1) | Common Stock | 2,050 | \$0.00 | 0 | I | See Footnote ⁽⁵⁾ |
| | | , Reporting Person [*] <u>(anagement (</u> | <u>Co. V, L.L.C.</u> | | | | 1 | * | | 9 | * | 9 | * | * | |
| 1 | ARIS PART | (First) INERS K DRIVE, 10TH | (Middle) H FL. | | | | | | | | | | | | |
| (Street) BOSTON | [| MA | 02210 | | | | | | | | | | | | |
| (City) | | (State) | (Zip) | | | | | | | | | | | | |
| | | Reporting Person [*] lartners Entre | <u>preneurs' Fun</u> | <u>d V</u> , | | | | | | | | | | | |
| 1 | ARIS PART NTER STRI | | (Middle) | | | | | | | | | | | | |
| (Street) WALTHA | ۱M | MA | 02451 | | | | | | | | | | | | |
| (City) | | (State) | (Zip) | | | | | | | | | | | | |
| | | Reporting Person [*] | <u>ders' Fund V,</u> | <u>L.P.</u> | | | | | | | | | | | |
| | ARIS PART NTER STRI | | (Middle) | | | | | | | | | | | | |
| (Street) WALTHA | M | MA | 02451 | | | | | | | | | | | | |
| (City) | | (State) | (Zip) | | | | | | | | | | | | |
| | | Reporting Person [*] 'artners Speci | al Founders' l | Fund | <u>V</u> , | | | | | | | | | | |
| | ARIS PART | | (Middle) | | | | | | | | | | | | |
| (Street) WALTHA | M | MA | 02451 | | | | | | | | | | | | |
| (City) | | (State) | (Zip) | | | | | | | | | | | | |

| 1. Name and Address of Reporting Person [*] <u>Polaris Venture Partners V, L.P.</u> | | | | | | | | | | |
|---|---|--|--|--|--|--|--|--|--|--|
| (Last) (First) (Middle) | | | | | | | | | | |
| C/O POLARIS PARTNERS | | | | | | | | | | |
| 1000 WINTER STREET | | | | | | | | | | |
| | | | | | | | | | | |
| MA | 02451 | | | | | | | | | |
| | | | | | | | | | | |
| (State) | (Zip) | | | | | | | | | |
| | Partners V, L.P. (First) RTNERS REET MA | | | | | | | | | |

Explanation of Responses:

1. Each share of Series A-R Redeemable Convertible Preferred Stock, Series B-R Redeemable Convertible Preferred Stock, Series C-R Redeemable Convertible Preferred Stock, Series D-R Redeemable Convertible Preferred Stock, Series G Redeemable Convertible Preferred Stock is convertible Preferred Stock, Series C-R Redeemable Convertible Preferred Stock is convertible into the Issuer's Common Stock on a one-for-one basis and has no expiration date. All shares of the Issuer's Redeemable Convertible Preferred Stock is converted into shares of the Issuer's Common Stock on a one-for-one basis and has no expiration date. All shares of the Issuer's nitial public offering without payment of further consideration.

2. The reportable securities are owned directly by Polaris Venture Partners V, L.P. ("PVP V"). Polaris Venture Management Co. V, L.L.C. ("PVM V") is the general partner of PVP V. Bryce Youngren ("Youngren"), a member of the Issuer's Board of Directors, is a member of PVM V. Each of Jonathan A. Flint ("Flint") and Terrance G. McGuire ("McGuire") are the managing members of PVM V. Each of Flint, McGuire and Youngren, in their respective capacities with respect to PVM V, may be deemed to have shared voting and dispositive power over the shares held by PVP V. Each of PVM V, Flint, McGuire and Youngren disclaims beneficial ownership of these securities and this report shall not be deemed an admission that any one of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their respective pecuniary interests therein.

3. The reportable securities are owned directly by Polaris Venture Partners Entrepreneurs' Fund V, L.P. ("PVPE V"). PVM V is the general partner of PVPE V. Youngren, a member of the Issuer's Board of Directors, is a member of PVM V. Each of Flint and McGuire are the managing members of PVM V. Each of Flint, McGuire and Youngren, in their respective capacities with respect to PVM V, may be deemed to have shared voting and dispositive power over the shares held by PVPE V. Each of PVM V, Flint, McGuire and Youngren disclaims beneficial ownership of these securities and this report shall not be deemed an admission that any one of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their respective pecuniary interests therein.

4. The reportable securities are owned directly by Polaris Venture Partners Founders' Fund V, L.P. ("PVPFF V"). PVM V is the general partner of PVPFF V. Youngren, a member of the Issuer's Board of Directors, is a member of PVM V. Each of Flint and McGuire are the managing members of PVM V. Each of Flint, McGuire and Youngren, in their respective capacities with respect to PVM V, may be deemed to have shared voting and dispositive power over the shares held by PVPFF V. Each of PVM V, Flint, McGuire and Youngren disclaims beneficial ownership of these securities and this report shall not be deemed an admission that any one of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their respective pecuniary interests therein.

5. The reportable securities are owned directly by Polaris Venture Partners Special Founders' Fund V, L.P. ("PVPSFF V"). PVM V is the general partner of PVPSFF V. Youngren, a member of the Issuer's Board of Directors, is a member of PVM V. Each of Flint, McGuire and Youngren, in their respective capacities with respect to PVM V, may be deemed to have shared voting and dispositive power over the shares held by PVPSFF V. Each of PVM V, Flint, McGuire and Youngren disclaims beneficial ownership of these securities and this report shall not be deemed an admission that any one of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their respective pecuniary interests therein.

Remarks:

| <u>/s/ Max Eisenberg, Attorney-in-</u> Fact for Polaris Venture Management Co. V, L.L.C. | <u>02/15/2018</u> |
|--|-------------------|
| /s/ Max Eisenberg, Attorney-in- Fact for Polaris Venture Management Co. V, L.L.C., general partner of Polaris Venture Partners Entrepreneurs' Fund V, L.P. | <u>02/15/2018</u> |
| <u>/s/ Max Eisenberg, Attorney-in- Fact for Polaris Venture</u> <u>Management Co. V, L.L.C.,</u> <u>general partner of Polaris</u> <u>Venture Partners Founders'</u> <u>Fund V, L.P.</u> | <u>02/15/2018</u> |
| <u>/s/ Max Eisenberg, Attorney-in- Fact for Polaris Venture Management Co. V, L.L.C., general partner of Polaris Venture Partners Special Founders' Fund V, L.P.</u> | <u>02/15/2018</u> |
| /s/ Max Eisenberg, Attorney-in- Fact for Polaris Venture Management Co. V, L.L.C., general partner of Polaris Venture Partners V, L.P. ** Signature of Reporting Person | 02/15/2018 |
| Signature of Reporting Person | Dale |

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

* 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).

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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