

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
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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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Polaris Venture Management Co. V, L.L.C.</u>  (Last) (First) (Middle) C/O POLARIS PARTNERS ONE MARINA PARK DRIVE, 10TH FL.  (Street) BOSTON MA 02210  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Cardlytics, Inc. [ CDLX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/12/2018</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/12/2018		S		75,805	D	\$24.67 <sup>(1)</sup>	2,532,062	I	See Footnote <sup>(5)</sup>
Common Stock	09/12/2018		S		20,688	D	\$25.188 <sup>(2)</sup>	2,511,374	I	See Footnote <sup>(5)</sup>
Common Stock	09/13/2018		S		45,743	D	\$25.517 <sup>(3)</sup>	2,465,631	I	See Footnote <sup>(5)</sup>
Common Stock	09/13/2018		S		2,504	D	\$26.413 <sup>(4)</sup>	2,463,127	I	See Footnote <sup>(5)</sup>
Common Stock	09/12/2018		S		1,477	D	\$24.669 <sup>(1)</sup>	49,346	I	See Footnote <sup>(6)</sup>
Common Stock	09/12/2018		S		404	D	\$25.188 <sup>(2)</sup>	48,942	I	See Footnote <sup>(6)</sup>
Common Stock	09/13/2018		S		891	D	\$25.517 <sup>(3)</sup>	48,051	I	See Footnote <sup>(6)</sup>
Common Stock	09/13/2018		S		49	D	\$26.413 <sup>(4)</sup>	48,002	I	See Footnote <sup>(6)</sup>
Common Stock	09/12/2018		S		518	D	\$24.669 <sup>(1)</sup>	17,342	I	See Footnote <sup>(7)</sup>
Common Stock	09/12/2018		S		143	D	\$25.187 <sup>(2)</sup>	17,199	I	See Footnote <sup>(7)</sup>
Common Stock	09/13/2018		S		314	D	\$25.517 <sup>(3)</sup>	16,885	I	See Footnote <sup>(7)</sup>
Common Stock	09/13/2018		S		17	D	\$26.415 <sup>(4)</sup>	16,868	I	See Footnote <sup>(7)</sup>
Common Stock	09/12/2018		S		760	D	\$24.67 <sup>(1)</sup>	25,316	I	See Footnote <sup>(8)</sup>
Common Stock	09/12/2018		S		205	D	\$25.193 <sup>(2)</sup>	25,111	I	See Footnote <sup>(8)</sup>
Common Stock	09/13/2018		S		456	D	\$25.517 <sup>(3)</sup>	24,655	I	See Footnote <sup>(8)</sup>

**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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/13/2018		S		26	D	\$26.413 <sup>(4)</sup>	24,629	I	See Footnote <sup>(8)</sup>

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	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					

1. Name and Address of Reporting Person\*

[Polaris Venture Management Co. V, L.L.C.](#)

(Last) (First) (Middle)

C/O POLARIS PARTNERS  
ONE MARINA PARK DRIVE, 10TH FL.

(Street)

BOSTON MA 02210

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Polaris Venture Partners V, L.P.](#)

(Last) (First) (Middle)

C/O POLARIS PARTNERS  
ONE MARINA PARK DRIVE, 10TH FL.

(Street)

BOSTON MA 02210

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Polaris Venture Partners Entrepreneurs' Fund V, L.P.](#)

(Last) (First) (Middle)

C/O POLARIS PARTNERS  
ONE MARINA PARK DRIVE, 10TH FL

(Street)

BOSTON MA 02210

(City) (State) (Zip)

1. Name and Address of Reporting Person*		
<a href="#">Polaris Venture Partners Founders' Fund V, L.P.</a>		
(Last)	(First)	(Middle)
C/O POLARIS PARTNERS		
ONE MARINA PARK DRIVE, 10TH FL.		
(Street)		
BOSTON	MA	02210
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
<a href="#">Polaris Venture Partners Special Founders' Fund V, L.P.</a>		
(Last)	(First)	(Middle)
C/O POLARIS PARTNERS		
ONE MARINA PARK DRIVE, 10TH FL.		
(Street)		
BOSTON	MA	02110
(City)	(State)	(Zip)

**Explanation of Responses:**

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.02 to \$25.02, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (1) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.03 to \$25.35, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (2) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.08 to \$26.04, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (3) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.19 to \$26.57, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (4) to this Form 4.
- 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.
- 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.
- 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.
- 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 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 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:**

[/s/ Max Eisenberg, Attorney-in-Fact for Polaris Venture Management Co. V, L.L.C.](#) 09/14/2018

[/s/ Max Eisenberg, Attorney-in-Fact for Polaris Venture Management Co. V, L.L.C., general partner of Polaris Venture Partners V, L.P.](#) 09/14/2018

[/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.](#) 09/14/2018

/s/ Max Eisenberg, Attorney-  
in-Fact for Polaris Venture  
Management Co. V, L.L.C., 09/14/2018  
general partner of Polaris  
Venture Partners Founders'  
Fund V, L.P.

/s/ Max Eisenberg, Attorney-  
in-Fact for Polaris Venture  
Management Co. V, L.L.C., 09/14/2018  
general partner of Polaris  
Venture Partners Special  
Founders' Fund V, L.P.

\*\* Signature of Reporting Person      Date

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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**