
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): **May 7, 2018**



CARDLYTICS, INC.
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-38386
(Commission
File Number)

26-3039436
(I.R.S. Employer
Identification No.)

675 Ponce de Leon Avenue NE, Suite 6000
Atlanta, GA 30308
(Address of principal executive offices, including zip code)
(888) 798-5802
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations 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 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 May 3, 2018 and May 7, 2018, respectively, Cardlytics, Inc. (the “Company”) entered into a Master Agreement and Schedule #1 to the Master Agreement (collectively, the “Agreement”) with JPMorgan Chase Bank, National Association (“JPMC”), pursuant to which the Company has agreed to a national roll-out of Cardlytics Direct to JPMC customers. Under the Agreement, the Company will provide JPMC with access to Cardlytics Direct for an initial term beginning on the date Cardlytics Direct is made generally available to JPMC's customers and ending seven years from that date. JPMC may terminate the Agreement at any time upon 90 days' written notice. The Company will share billings that it generates from the sale of advertising within the JPMC digital channels with JPMC.

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 thereunto duly authorized.

Cardlytics, Inc.

Date: May 7, 2018

By: /s/ David Evans

David Evans

Chief Financial Officer

(Principal Financial and Accounting Officer)