

| OMB APPROVAL                                 |           |
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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*<br><u>SOMERS KIRK</u><br><br>(Last) (First) (Middle)<br><u>C/O CARDLYTICS, INC.</u><br><u>675 PONCE DE LEON AVENUE NE, SUITE 6000</u><br><br>(Street)<br><u>ATLANTA GA 30308</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Cardlytics, Inc. [ CDLX ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br>Director <span style="float:right">10% Owner</span><br><input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">Other (specify below)</span><br><u>Chief Legal &amp; Privacy Officer</u> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>04/05/2022</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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|--|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price |   |  |  |
| Common Stock                    | 04/05/2022                           |  | M                              |   | 1,704 <sup>(1)</sup>  | A          | \$0   | 46,122  | D  |  |
| Common Stock                    | 04/06/2022                           |  | M                              |   | 7,813 <sup>(1)</sup>  | A          | \$0   | 53,935  | D  |  |

**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 |   |  |  |   |  | Title |
| Restricted Stock Units                     | (2)  | 04/05/2022                           |  | M                              |   |  | 1,704 | (3)  | (3)             | Common Stock  | 1,704                                      | \$0  | 5,114   | D  |       |
| Performance Stock Unit                     | (4)  | 04/06/2022                           |  | M                              |   |  | 7,813 | (5)  | (5)             | Common Stock  | 7,813                                      | \$0  | 7,812   | D  |       |

**Explanation of Responses:**

- Represents the underlying vested shares of common stock of the Issuer which have not been delivered.
- Each restricted stock unit ("RSU") represents a contingent right to receive one share of common stock of the Issuer, or at the election of the Issuer, its cash equivalent.
- The RSUs shall vest in equal amounts annually over four years on the anniversary of the date of grant, provided that the Reporting Person remains employed by the Issuer on such vesting date.
- Each performance stock unit ("PSU") represents a contingent right to receive one share of common stock of the Issuer, or at the election of the Issuer, its cash equivalent.
- On October 6, 2021 the Compensation Committee of the Issuer's Board of Directors certified that a target minimum number of advertisers with a specified billings threshold over a trailing 12-month period was achieved (the "Certification") resulting in the award of the tranche of the PSU grant related to achieving the advertiser count target ("advertiser tranche"). Fifty percent (50%) of the shares subject to the advertiser tranche of the awarded PSU vested upon the Certification, twenty-five percent (25%) of the shares subject to the advertiser tranche of the awarded PSU vested 6 months after the Certification, and twenty-five percent (25%) of the shares subject to the advertiser tranche of the awarded PSU will vest 12 months after the Certification, subject to continued service to the Issuer.

**Remarks:**

/s/ Kirk L. Somers 04/07/2022  
 \*\* 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.