FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

ngton, D.C. 20549	OMB APPROVAL

	OMB Number:	3235-028
- 1	Estimated average burde	
	hours per response:	0.5

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

Name and Address of Reporting Person*						2. Issuer Name and Ticker or Trading Symbol Cardlytics, Inc. [CDLX]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
SOMERS KIRK				1	Corarytico, IIIC. [CDLA]										Direc	ctor	10	% O\	wner			
					2 0	2. Data of Fordinal Transaction (Marth (Davidson))									X Office below		er (give title v)		Other (specify below)			
(Last)	(Fii	St) (Middle)			3. Date of Earliest Transaction (Month/Day/Year)										Chi	ef Legal &	Privacy C	ffice	or		
C/O CARDLYTICS, INC.					10/	10/21/2019										Cili	ci Legui &	Tillvacy C	11100	CI.		
675 DON	CE DE LE	ON AVENUE N	C CHITE	7 6000																		
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(Street)															X	Eorn	n filed by One	Donorting	Porce	nn.		
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(City)	(St	ate) (Zip)																			
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1. Title of S	Security (Inst	r. 3)		2. Transa	action					3. 4. Securities Acquired (A)							ount of	6. Ownersh Form: Direc		7. Nature		
				Date (Month/F) Jav/Ves	ay/Year) Execution Date, if any (Month/Day/Year)				Transaction Disposed Of (D) (Instr. Code (Instr. 5)			3, 4 aı						of Indirect Beneficial Ownership			
				(WOILLINE	Jayrica								Owned		d Following	(D) or Indire (I) (Instr. 4)	- 1					
											(A) or			Repor					(Instr. 4)			
									Code	\ \	Amount		(A) or (D)	Price	۱ ا	Transaction(s) (Instr. 3 and 4)						
Common Stock 10/21/					1/2019						1,500		D \$38.		.15 43,283		3,283	D				
10/21/						2019 s ⁽¹⁾ 1,500 D \$]									
		Та	ble II - D	Derivat	ive S	ecu	irities	Acqui	red, D	ispo	sed of,	or E	3enefi	ciall	y Ov	vned						
			(e.g., pı	uts, c	alls	s, warr	ants,	option	s, c	onvertib	le s	ecuri	ties)								
1. Title of 2. 3. Transaction 3A. Deemed					d 4.		5. Number		6. Date Exercisable and 7. Title an				itle and		8. Pr	ice of	9. Number o	f 10.		11. Nature		
Derivative	Conversion	Date (Month/Day/Year)	Execution		Transaction		n of		Expiratio	Expiration Date			Amount of		Derivative		derivative	Owners		of Indirect		
Security	or Exercise		if any	w/Voor)	Code (Instr.			(Month/D	ay/Ye	ar)	Securities Underlying			Security (Instr. 5)		Securities Beneficially	Form: Direct (I	"	Beneficial Ownership		
(Instr. 3) Price of Month/Day/Yea					/Year) 8)		Securities Acquired		Derivati						1. 5)	Owned	or Indire		(Instr. 4)			
Security					(A) or				Security (Instrand 4)			str. 3	3		Following	(I) (Instr	4)	` ,				
					Disposed of (D) (Instr. 3, 4							14)				Reported Transaction	(s)	[
															(Instr. 4)	(5)						
				L			and 5)															
				Γ			\Box						Am	ount								
													or									
							, I,	Date	-	Expiration		Nur	nber									
				Code	v	(A)		Exercisa		Date	Title		ares									

Explanation of Responses:

1. These sales were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on May 16, 2019.

Remarks:

<u>/s/ Kirk L. Somers</u> <u>10/21/2019</u>

** Signature of Reporting Person Date

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

- * 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.