
**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): **September 26, 2021**



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

Delaware
(State or other jurisdiction of
incorporation or organization)
675 Ponce de Leon Avenue NE, Suite 6000

001-38386
(Commission
File Number)
Atlanta Georgia
(Address of principal executive offices, including zip code)
(888) 798-5802
(Registrant's telephone, including area code)

26-3039436
(I.R.S. Employer
Identification No.)
30308

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))

Securities registered pursuant to Section 12(b) of the Securities Exchange Act of 1934:

Title of each class
Common Stock

Trading symbol
CDLX

Name of each exchange on which registered
The Nasdaq Stock Market LLC

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 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS

On September 26, 2021, the board of directors (the “Board”) of Cardlytics, Inc. (the “Company”) appointed Christopher Suh to serve as a director of the Company and as a member of the Company's audit committee. Mr. Suh will serve as a Class III director whose term will expire at the 2024 annual meeting of stockholders.

There is no arrangement or understanding between Mr. Suh and any other person pursuant to which he was selected as a director of the Company, and there is no family relationship between Mr. Suh and any of the Company’s other directors or executive officers. The Company is not aware of any transaction involving Mr. Suh requiring disclosure under Item 404(a) of Regulation S-K. Additional information about Mr. Suh is set forth below.

Christopher Suh, age 51, has served as the Chief Financial Officer of Microsoft's Cloud and AI business since February 2018. Prior to this role, Mr. Suh held numerous positions of increasing responsibility at Microsoft from 1996 to January 2018, including General Manager of Investor Relations from 2013 to January 2018. Mr. Suh holds a B.A. degree in Accounting and a M.B.A. degree, both from the University of Washington.

In accordance with the Company’s compensation policy for non-employee directors, upon his commencement of service as a director, Mr. Suh was granted 1,102 restricted stock units, which will vest in full on the first anniversary of the grant date, provided that Mr. Suh is, as of such vesting date, then a director of the Company. Additionally, Mr. Suh will be entitled to receive a \$30,000 annual retainer for his service as director and a \$20,000 annual retainer for his service as a member of the Company's audit committee. At each annual stockholder meeting following which Mr. Suh’s term as a director continues, Mr. Suh will be entitled to receive an additional restricted stock unit award with a grant date fair value of \$165,000, which award will vest in full on the first anniversary of such grant date, provided that he is, as of such vesting date, then a director of the Company. Mr. Suh has also entered into the Company’s standard form of indemnification agreement.

ITEM 7.01 REGULATION FD DISCLOSURE

On September 28, 2021, the Company issued a press release announcing the appointment of Mr. Suh.

A copy of this press release is furnished herewith as Exhibit 99.1 to this Current Report. The information contained in the press release furnished as Exhibit 99.1 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and is not incorporated by reference into any of the Company’s filings under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof, except as shall be expressly set forth by specific reference in any such filing.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

Exhibit	Exhibit Description
99.1	Press release dated September 28, 2021

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: September 28, 2021

By: /s/ Andrew Christiansen

Andrew Christiansen

Chief Financial Officer

(Principal Financial and Accounting Officer)

Cardlytics Appoints Microsoft Cloud Chief Financial Officer Chris Suh to Board of Directors

ATLANTA, GA – September 28, 2021 – [Cardlytics](#) (NASDAQ: CDLX), a digital advertising platform, today announced the appointment of Chris Suh, corporate vice president and CFO, Cloud+ AI Group at Microsoft, to its Board of Directors and Audit Committee.

Mr. Suh is a 25-year veteran at Microsoft. He was appointed to his current position as CFO of Microsoft's strategically important Cloud+ AI business in 2018. Prior to that, he has held a number of leadership positions throughout the organization in investor relations, sales and marketing, FP&A and internal audit. Prior to joining Microsoft, Suh began his career as a CPA at PricewaterhouseCoopers.

"Chris brings a wealth of highly relevant experience to the Cardlytics Board," said Lynne Laube, CEO and co-founder of Cardlytics. "He deeply understands the journey we are on to scale our platform, enhance our user experience, and apply AI to enable self-service. Chris will also be a great thought partner as we expand our cloud business and move to recurring revenue pricing models."

"All of our Directors are excited by what Chris will bring to Cardlytics. We continue to shape our Board to make sure we have the skills and experience that align with what's most critical to drive long term growth," said Scott Grimes, Executive Chairman and co-founder.

About Cardlytics

Cardlytics (NASDAQ: CDLX) is a digital advertising platform. We partner with financial institutions to run their banking rewards programs that promote customer loyalty and deepen banking relationships. In turn, we have a secure view into where and when consumers are spending their money. We use these insights to help marketers identify, reach, and influence likely buyers at scale, as well as measure the true sales impact of marketing campaigns. Headquartered in Atlanta, Cardlytics has offices in London, New York, Los Angeles, San Francisco, Austin and Visakhapatnam. In March 2021, we acquired Dosh, a transaction-based advertising platform and in May 2021 we acquired Bridg, a customer data platform. Learn more at www.cardlytics.com.

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