

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Laube Lynne Marie</u> (Last) (First) (Middle) <u>C/O CARDLYTICS, INC.</u> <u>675 PONCE DE LEON AVENUE NE, SUITE 6000</u> (Street) <u>ATLANTA GA 30308</u> (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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Operating Officer	
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/22/2019</u>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
	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	07/22/2019		s ⁽¹⁾		660	D	\$27.28 ⁽²⁾	464,557	D	
Common Stock	07/22/2019		s ⁽¹⁾		880	D	\$27.58 ⁽³⁾	463,677	D	
Common Stock	07/22/2019		s ⁽⁴⁾		730	D	\$27.49 ⁽⁵⁾	42,215	I	See Footnote ⁽⁶⁾
Common Stock	07/22/2019		s ⁽⁷⁾		730	D	\$27.49 ⁽⁵⁾	42,215	I	See Footnote ⁽⁶⁾

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)		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)					

Explanation of Responses:

- These sales were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on September 5, 2018, as amended May 14, 2019.
- The price reported is a weighted average sales price. These shares were sold in multiple transactions at prices ranging from \$26.50 to \$27.48, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (2) to this Form 4.
- The price reported is a weighted average sales price. These shares were sold in multiple transactions at prices ranging from \$27.50 to \$27.71, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (3) to this Form 4.
- These sales were effected pursuant to a Rule 10b5-1 trading plan adopted by the trustees of the 2013 Lynne Marie Laube GRAT fbo Keegan George Allbright (the "KGA GRAT") on May 14, 2019.
- The price reported is a weighted average sales price. These shares were sold in multiple transactions at prices ranging from \$26.81 to \$27.66, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (4) to this Form 4.
- The reportable securities are held by the 2013 Lynne Marie Laube GRAT fbo Keegan George Allbright (the "KGA GRAT"). The Reporting Person is the trustee of the KGA GRAT.
- These sales were effected pursuant to a Rule 10b5-1 trading plan adopted by the trustees of the 2013 Lynne Marie Laube GRAT fbo Hayley Marie Allbright (the "HMA GRAT") on May 14, 2019.
- The reportable securities are held by the 2013 Lynne Marie Laube GRAT fbo Hayley Marie Allbright (the "HMA GRAT"). The Reporting Person is the trustee of the HMA GRAT.

Remarks:

/s/ Kirk Somers, Attorney-in-Fact 07/23/2019

** 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.