

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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* <b>Grimes Scott D.</b>			2. Issuer Name and Ticker or Trading Symbol <b>Cardlytics, Inc. [ CDLX ]</b>			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) <b>Chief Executive Officer</b>			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>02/13/2018</b>			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			
C/O CARDLYTICS, INC. 675 PONCE DE LEON AVENUE NE, SUITE 6000			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	(City)	(State)	(Zip)						

**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	02/13/2018		C		30,622	A	(1)	573,432	D	
Common Stock	02/13/2018		p <sup>(2)</sup>		1,800	A	\$13	575,232	D	
Common Stock	02/13/2018		p <sup>(2)</sup>		800	A	\$13	800	I	By immediate family member
Common Stock								194,112	I	See Footnote <sup>(3)</sup>

**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 Unit	(4)	02/13/2018		M		1,183		(5)	(5)	Series G' Redeemable Convertible Preferred Stock	1,183	\$0.00	0	D	
Series G' Redeemable Convertible Preferred Stock	(1)	02/13/2018		M		1,183		(1)	(1)	Common Stock	1,183	\$0.00	27,152	D	
Restricted Stock Unit	(4)	02/13/2018		M		2,191		(5)	(5)	Series G' Redeemable Convertible Preferred Stock	2,191	\$0.00	0	D	
Series G' Redeemable Convertible Preferred Stock	(1)	02/13/2018		M		2,191		(1)	(1)	Common Stock	2,191	\$0.00	29,343	D	
Restricted Stock Unit	(4)	02/13/2018		M		1,279		(5)	(5)	Series G' Redeemable Convertible Preferred Stock	1,279	\$0.00	0	D	
Series G' Redeemable Convertible Preferred Stock	(1)	02/13/2018		M		1,279		(1)	(1)	Common Stock	1,279	\$0.00	30,622	D	
Series G' Redeemable Convertible Preferred Stock	(1)	02/13/2018		C		30,622		(1)	(1)	Common Stock	30,622	\$0.00	0	D	

**Explanation of Responses:**

1. Each share of Series G Redeemable Convertible Preferred Stock converted into the Issuer's Common Stock on a one-for-one basis upon the Issuer's initial public offering and has no expiration date.
2. Represents shares purchased through the Issuer's directed share program in connection with its initial public offering.
3. The reportable securities are held by the 2013 Scott Grimes GRAT UAD (the "GRAT"). The Reporting Person is the trustee of the GRAT.
4. Each restricted stock unit ("RSU") represents a contingent right to receive one share of the Issuer's Series G Redeemable Convertible Preferred Stock.
5. The RSUs vested upon the completion of the Issuer's initial public offering.

**Remarks:**

/s/ Kirk L. Somers, Attorney-in-Fact      02/15/2018

\*\* 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.

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