

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person* <u>Evans David Thomas</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Administrative Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/30/2020</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	09/30/2020		M		87,500 ⁽¹⁾	A	\$0 ⁽²⁾	95,076	D	
Common Stock	09/30/2020		M		10,937 ⁽¹⁾	A	\$0 ⁽³⁾	106,013	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 Unit	(2)	09/30/2020		M		87,500		(4)	(4)	Common Stock	87,500	\$0	0	D	
Performance Stock Unit	(3)	09/30/2020		M		10,937		(5)	(5)	Common Stock	10,937	\$0	0	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.
- 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.
- Fully vested upon the Reporting Person's retirement in accordance with the terms of his Separation and Release agreement dated July 28, 2020. The underlying shares of common stock have not been delivered.
- On November 25, 2019, the Compensation Committee of the Issuer's Board of Directors certified that a minimum cumulative adjusted EBITDA target 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 adjusted EBITDA target ("EBITDA tranche"). Fifty percent (50%) of the shares subject to the EBITDA tranche of the awarded PSU vested upon the Certification and were delivered on November 25, 2019. Twenty-five percent (25%) of the shares subject to the EBITDA tranche of the awarded PSU vested and were delivered on May 25, 2020, 6 months after the Certification. The remaining 25% of shares became fully vested on September 30, 2020 upon the Reporting Person's retirement in accordance with his Separation and Release agreement dated July 28, 2020, but have not yet been delivered.

Remarks:

/s/ Kirk Somers, Attorney-in-Fact 10/06/2020

** 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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