

**UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES**

OMB APPROVAL

OMB Number: 3235-0104

Estimated average burden

hours per response: 0.5

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* <u>Lynton Nicholas Hollmeyer</u>  (Last) (First) (Middle) <u>C/O CARDLYTICS, INC.</u> <u>675 PONCE DE LEON AVENUE</u> <u>NE, SUITE 6000</u>  (Street) <u>ATLANTA GA 30308</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>07/28/2022</u>	3. Issuer Name and Ticker or Trading Symbol <u>Cardlytics, Inc. [ CDLX ]</u>	
		4. 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 Legal &amp; Privacy Officer</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)  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

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>6,992</u>	<u>D</u>	

**Table II - Derivative Securities Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Employee Stock Option (Right to Buy)</u>	<u>(1)</u>	<u>04/01/2027</u>	<u>Common Stock</u>	<u>779</u>	<u>24.48</u>	<u>D</u>	
<u>Restricted Stock Unit</u>	<u>(2)</u>	<u>(2)</u>	<u>Common Stock</u>	<u>625</u>	<u>(3)</u>	<u>D</u>	
<u>Restricted Stock Unit</u>	<u>(4)</u>	<u>(4)</u>	<u>Common Stock</u>	<u>1,613</u>	<u>(3)</u>	<u>D</u>	
<u>Restricted Stock Unit</u>	<u>(5)</u>	<u>(5)</u>	<u>Common Stock</u>	<u>2,046</u>	<u>(3)</u>	<u>D</u>	
<u>Restricted Stock Unit</u>	<u>(6)</u>	<u>(6)</u>	<u>Common Stock</u>	<u>830</u>	<u>(3)</u>	<u>D</u>	
<u>Restricted Stock Unit</u>	<u>(7)</u>	<u>(7)</u>	<u>Common Stock</u>	<u>9,299</u>	<u>(3)</u>	<u>D</u>	
<u>Restricted Stock Unit</u>	<u>(8)</u>	<u>(8)</u>	<u>Common Stock</u>	<u>38,222</u>	<u>(3)</u>	<u>D</u>	
<u>Performance Stock Unit</u>	<u>(9)</u>	<u>(9)</u>	<u>Common Stock</u>	<u>1,250</u>	<u>(3)</u>	<u>D</u>	
<u>Performance Stock Unit</u>	<u>(10)</u>	<u>(10)</u>	<u>Common Stock</u>	<u>1,250</u>	<u>(3)</u>	<u>D</u>	

**Explanation of Responses:**

1. Fully vested.

2. The shares under this award vest in full on April 2, 2023, provided the Reporting Person continuously provides service to the Issuer through the vesting date.

3. Each restricted stock unit ("RSU") and performance stock unit ("PSU") represents a contingent right to receive one share of the Issuer's Common Stock.

4. Fifty percent (50%) of the shares under this award vest on April 1, 2023, and fifty percent (50%) of this award vest on April 1, 2024, provided the Reporting Person continuously provides service to the Issuer through the vesting dates.

5. One-third (33%) of the shares under this award vest on April 20, 2023, one-third (33%) of the shares under this award vest on April 20, 2024, and one-third (33%) of the shares under this award vest on April 20, 2025, provided the Reporting Person continuously provides service to the Issuer through the vesting dates.

6. Fifty percent (50%) of the shares under this award vest on October 1, 2022, and fifty percent (50%) of this award vest on October 1, 2023, provided the Reporting Person continuously provides service to the Issuer through the vesting dates.

7. Twenty-five percent (25%) of the shares under this award vest on April 1, 2023, with the remaining 75% vesting quarterly over the subsequent three years in equal amounts thereafter provided the Reporting Person continuously provides service to the Issuer through the vesting date.

8. Twenty-five percent (25%) of the shares under this award vest on July 1, 2023, with the remaining 75% vesting quarterly over the subsequent three years in equal amounts thereafter provided the Reporting Person continuously provides service to the Issuer through the vesting date.

9. On October 6, 2021 the Compensation Committee of the Issuer's Board of Directors certified that a target minimum number of advertisers with a specified billings threshold over a trailing 12-month period was achieved (the "October Certification") resulting in the award of the tranche of the PSU grant related to achieving the advertiser count target ("advertiser tranche"). The shares subject to the advertiser tranche of the awarded PSU will vest 12 months after the October Certification, subject to continued service to the Issuer through the vesting date.

10. On December 9, 2021 the Compensation Committee of the Issuer's Board of Directors certified that a target minimum growth rate in adjusted contribution was achieved (the "December Certification") resulting in the award of the tranche of the PSU grant related to achieving the adjusted contribution growth target ("adjusted contribution growth tranche"). The shares subject to the adjusted contribution growth tranche of the awarded PSU will vest 12 months after the December Certification, subject to continued service to the Issuer through the vesting date.

**Remarks:**

/s/ Nick Lynton

08/08/2022

\*\* 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 5 (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.**