

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* <u>Canaan VIII LP</u> (Last) (First) (Middle) <u>C/O CANAAN PARTNERS</u> <u>285 RIVERSIDE AVENUE, SUITE 250</u> (Street) <u>WESTPORT CT 06880</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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/13/2018</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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/13/2018		C		3,245,364	A	\$0.00 ⁽¹⁾	3,245,364	D ⁽²⁾	

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	Amount or Number of Shares				
Series A-R Redeemable Convertible Preferred Stock	\$0.00 ⁽¹⁾	02/13/2018		C			950,000	(1)	(1)	Common Stock	950,000	\$0.00 ⁽¹⁾	0	D ⁽²⁾	
Series B-R Redeemable Convertible Preferred Stock	\$0.00 ⁽¹⁾	02/13/2018		C			1,145,953	(1)	(1)	Common Stock	1,145,953	\$0.00 ⁽¹⁾	0	D ⁽²⁾	
Series C-R Redeemable Convertible Preferred Stock	\$0.00 ⁽¹⁾	02/13/2018		C			514,023	(1)	(1)	Common Stock	514,023	\$0.00 ⁽¹⁾	0	D ⁽²⁾	
Series D-R Redeemable Convertible Preferred Stock	\$0.00 ⁽¹⁾	02/13/2018		C			202,377	(1)	(1)	Common Stock	202,377	\$0.00 ⁽¹⁾	0	D ⁽²⁾	
Series E-R Redeemable Convertible Preferred Stock	\$0.00 ⁽¹⁾	02/13/2018		C			119,254	(1)	(1)	Common Stock	119,254	\$0.00 ⁽¹⁾	0	D ⁽²⁾	
Series G Redeemable Convertible Preferred Stock	\$0.00 ⁽¹⁾	02/13/2018		C			53,660	(1)	(1)	Common Stock	53,660	\$0.00 ⁽¹⁾	0	D ⁽²⁾	
Series G' Redeemable Convertible Preferred Stock	\$0.00 ⁽¹⁾	02/13/2018		C			260,097	(1)	(1)	Common Stock	260,097	\$0.00 ⁽¹⁾	0	D ⁽²⁾	

1. Name and Address of Reporting Person*
Canaan VIII LP

 (Last) (First) (Middle)
C/O CANAAN PARTNERS
285 RIVERSIDE AVENUE, SUITE 250

 (Street)
WESTPORT CT 06880

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Canaan Partners VIII LLC		
(Last)	(First)	(Middle)
285 RIVERSIDE AVENUE, SUITE 250		
(Street)		
WESTPORT	CT	06880
(City)	(State)	(Zip)

Explanation of Responses:

- Each share of the Issuer's Series A-R Redeemable Convertible Preferred Stock, Series B-R Redeemable Convertible Preferred Stock, Series C-R Redeemable Convertible Preferred Stock, Series D-R Redeemable Convertible Preferred Stock, Series E-R Redeemable Convertible Preferred Stock, Series G Redeemable Convertible Preferred Stock and Series G Redeemable Convertible Preferred Stock, which had no expiration date, automatically converted on a one-for-one basis at the closing of the Issuer's initial public offering on February 13, 2018, for no additional consideration.
- Shares held directly by Canaan VIII L.P. (the "Canaan Fund"). Canaan Partners VIII LLC ("Canaan VIII" and together with the Canaan Fund, the "Canaan Entities") is the sole general partner of the Canaan Fund and each may be deemed to have sole voting, investment and dispositive power with respect to the shares held by the Canaan Fund. John Balen, a manager and member of Canaan VIII, serves as the representative of the Canaan Entities on the Issuer's board of directors. Investment and voting decisions with respect to the shares held by the Canaan Fund are made by the managers of Canaan VIII, collectively. Canaan VIII disclaims Section 16 beneficial ownership of the shares held by the Canaan Fund, except to the extent, if any, of its pecuniary interest therein.

Remarks:

EXHIBIT 99 - Joint Filer Information filed herewith and Exhibit 24 - Power of Attorney (incorporated by reference to the Power of Attorney filed as Exhibit 24 to the Form 3 filed by the Reporting Persons on February 8, 2018)

[Canaan VIII L.P., By: Canaan Partners VIII LLC, its general partner, By: /s/ Janine MacDonald, Attorney-in-Fact](#) 02/15/2018
[Canaan Partners VIII LLC, By: /s/ Janine MacDonald, 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.

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.

FORM 4 JOINT FILER INFORMATION

Names of Joint Filers:

Canaan VIII L.P.
Canaan Partners VIII LLC

Address of Joint Filers:

c/o Canaan Partners
285 Riverside Avenue, Suite 250
Westport, CT 06880

Designated Filer:

Canaan VIII L.P.

Issuer and Ticker Symbol:

Cardlytics, Inc. [CDLX]

Date of Event:

February 13, 2018

Signatures of Joint Filers:

Canaan VIII L.P.

By: Canaan Partners VIII LLC, its General Partner

By: /s/ Janine MacDonald

Attorney-in-Fact

Canaan Partners VIII LLC

By: /s/ Janine MacDonald

Attorney-in-Fact