

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>JOHNSON MARK A</u> (Last) (First) (Middle) <u>705 HENLEY FIELDS CIRCLE</u> (Street) <u>DULUTH GA 30135</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 Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/18/2020</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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/18/2020		S		20,000	D	\$58.42 ⁽¹⁾	121,353	I	See Footnote ⁽²⁾
Common Stock	05/19/2020		S		20,000	D	\$60.08 ⁽³⁾	101,353	I	See Footnote ⁽²⁾
Common Stock	05/19/2020		S		20,000	D	\$61.32 ⁽⁴⁾	81,353	I	See Footnote ⁽²⁾
Common Stock	05/19/2020		S		20,000	D	\$65.15 ⁽⁵⁾	61,353	I	See Footnote ⁽²⁾
Common Stock								27,558	D	
Common Stock								95,370	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)	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)
						Date Exercisable	Expiration Date					
				Code	V	(A)	(D)	Amount or Number of Shares				

Explanation of Responses:

- The price reported is a weighted average sales price. These shares were sold in multiple transactions at prices ranging from \$58.00 to \$58.88, 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 footnotes (1), (3), (4) and (5) to this Form 4.
- The reportable securities are owned directly by TTP Fund II L.P. ("TTP Fund") The Reporting Person is a member of the general partner of TTP Fund and a partner of TTV Capital, which provides management services to the general partner. The Reporting Person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of the Reporting Person's pecuniary interest therein.
- The price reported is a weighted average sales price. These shares were sold in multiple transactions at prices ranging from \$59.72 to \$60.225, inclusive.
- The price reported is a weighted average sales price. These shares were sold in multiple transactions at prices ranging from \$61.00 to \$61.535, inclusive.
- The price reported is a weighted average sales price. These shares were sold in multiple transactions at prices ranging from \$65.00 to \$65.72, inclusive.
- The reportable securities are owned directly by TTV Ivy Holdings, LLC ("TTV Ivy"). The Reporting Person is a member of the general partner of TTV Ivy and a partner of TTV Capital, which provides management services to the general partner. The Reporting Person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of the Reporting Person's pecuniary interest therein.

Remarks:

/s/ Kirk Somers, Attorney-in-Fact 05/20/2020

** 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.

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.