

| OMB APPROVAL | |
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>Lynton Nicholas Hollmeyer</u> <hr/> (Last) (First) (Middle) 675 PONCE DE LEON AVENUE NE SUITE 4100 <hr/> (Street) ATLANTA GA 30308 <hr/> (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 Legal & Privacy Officer</u> | | |
| 3. Date of Earliest Transaction (Month/Day/Year) <u>04/01/2024</u> | | | 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 | | | | | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. | | | | | |

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 | 04/01/2024 | | M | | 1,578 | A | (1) | 57,427 | D | |
| Common Stock | 04/01/2024 | | M | | 25,000 | A | (1) | 82,427 | D | |
| Common Stock | 04/01/2024 | | M | | 581 | A | (1) | 83,008 | D | |
| Common Stock | 04/01/2024 | | M | | 807 | A | (1) | 83,815 | D | |
| Common Stock | 04/02/2024 | | S | | 12,401 ⁽²⁾ | D | \$13.69 ⁽³⁾ | 71,414 | D | |
| Common Stock | 04/02/2024 | | S | | 59 ⁽²⁾ | D | \$14.41 ⁽⁴⁾ | 71,355 | 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 | (1) | 04/01/2024 | | M | | | 1,578 | (5) | (5) | Common Stock | 1,578 | \$0 | 14,202 | D | |
| Restricted Stock Unit | (1) | 04/01/2024 | | M | | | 25,000 | (6) | (6) | Common Stock | 25,000 | \$0 | 0 | D | |
| Restricted Stock Unit | (1) | 04/01/2024 | | M | | | 581 | (7) | (7) | Common Stock | 581 | \$0 | 4,650 | D | |
| Restricted Stock Unit | (1) | 04/01/2024 | | M | | | 807 | (8) | (8) | Common Stock | 807 | \$0 | 0 | D | |

Explanation of Responses:

- Each restricted stock unit ("RSU") represents a contingent right to receive one share of common stock of the Issuer.
- Shares were sold solely to satisfy withholding tax obligations that resulted from the delivery of shares of common stock for RSUs that vested on April 1, 2024. The Reporting Person did not sell shares for any other purpose.
- The price reported is a weighted average sales price. These shares were sold in multiple transactions at prices ranging from \$13.40 to \$14.375, 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 range set forth in footnote (3) and (4).
- The price reported is a weighted average sales price. These shares were sold in multiple transactions at prices ranging from \$14.40 to \$14.41, inclusive.
- This RSU award was originally for 38,222 shares. Twenty-five percent (25%) of the shares under this award vested 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.
- This RSU award was originally for 100,000 shares. 25% of the RSUs award vested on each of July 1, 2023, October 1, 2023, January 1, 2024 and April 1, 2024.
- The RSU award was originally for 9,299 shares. Twenty-five percent (25%) of the shares under this award vested 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.
- This RSU award was originally for 3,226 shares. 25% of the RSUs award vested on each of April 1, 2021, April 1, 2022, April 1, 2023, and April 1, 2024.

Remarks:

/s/ Nick Lynton

04/02/2024

** 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.