

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

<p>1. Name and Address of Reporting Person*</p> <p><u>Canaan VIII LP</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p><u>C/O CANAAN PARTNERS</u></p> <p><u>285 RIVERSIDE AVENUE, STE. 250</u></p> <hr/> <p>(Street)</p> <p><u>WESTPORT CT 06880</u></p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement (Month/Day/Year)</p> <p><u>02/13/2018</u></p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p><u>Cardlytics, Inc. [CDLX]</u></p>
		<p>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner</p> <p>Officer (give title below) Other (specify below)</p>
		<p>5. If Amendment, Date of Original Filed (Month/Day/Year)</p> <p><u>02/08/2018</u></p>
		<p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p>Form filed by One Reporting Person</p> <p><input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>

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)
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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			
Series A-R Redeemable Convertible Preferred Stock	(1)	(1)	Common Stock	950,000	(1)	D ⁽²⁾	
Series B-R Redeemable Convertible Preferred Stock	(1)	(1)	Common Stock	1,145,953	(1)	D ⁽²⁾	
Series C-R Redeemable Convertible Preferred Stock	(1)	(1)	Common Stock	514,023	(1)	D ⁽²⁾	
Series D-R Redeemable Convertible Preferred Stock	(1)	(1)	Common Stock	202,377	(1)	D ⁽²⁾	
Series E-R Redeemable Convertible Preferred Stock	(1)	(1)	Common Stock	119,254	(1)	D ⁽²⁾	
Series G Redeemable Convertible Preferred Stock	(1)	(1)	Common Stock	53,660	(1)	D ⁽²⁾	
Series G' Redeemable Convertible Preferred Stock	(1)	(1)	Common Stock	260,097	(1)	D ⁽²⁾	

1. Name and Address of Reporting Person*

Canaan VIII LP

(Last) (First) (Middle)

C/O CANAAN PARTNERS

285 RIVERSIDE AVENUE, STE. 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, STE. 250

(Street)

WESTPORT CT 06880

(City) (State) (Zip)

Explanation of Responses:

1. Each share of 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 is convertible into the Issuer's Common Stock on a one-for-one basis, has no expiration date and will convert upon the closing of the Issuer's initial public offering.
2. Shares held directly by Canaan VIII L.P. ("Canaan LP"). Canaan Partners VIII LLC ("Canaan LLC" and together with Canaan LP, the "Canaan Entities") is the sole general partner of Canaan LP and each may be deemed to have sole voting, investment and dispositive power with respect to the shares held by Canaan LP. John Balen, a manager and member of Canaan LLC, 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 Canaan LP are made by the managers of Canaan LLC, collectively. Canaan LLC disclaims Section 16 beneficial ownership of the shares held by Canaan LP, except to the extent, if any, of its pecuniary interest therein.

Remarks:

This amendment is being filed to correctly identify the Reporting Owners' relationship as Director, in addition to 10% Owner. This amendment is reflected on the cover page, the Reporting Owners box, and is reflected in footnote (2) above.

[Canaan VIII L.P., By: Canaan Partners VIII LLC, its general partner, By: /s/ Janine MacDonald, Attorney-in-Fact](#) [02/13/2018](#)
[Canaan Partners VIII LLC, By: /s/ Janine MacDonald, Attorney-in-Fact](#) [02/13/2018](#)
** 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 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.