

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person* <u>Grimes Scott D.</u> (Last) (First) (Middle) <u>C/O CARDLYTICS, INC.</u> <u>675 PONCE DE LEON AVENUE NE, SUITE 6000</u> (Street) <u>ATLANTA GA 30308</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Executive Officer
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/25/2019</u>	
	4. 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
	(Street)	

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	11/25/2019		s ⁽¹⁾		4,834	D	\$55.08 ⁽²⁾	369,606	D	
Common Stock	11/25/2019		s ⁽¹⁾		800	D	\$56.16 ⁽³⁾	368,806	D	
Common Stock	11/25/2019		s ⁽¹⁾		4,366	D	\$57.31 ⁽⁴⁾	364,440	D	
Common Stock	11/25/2019		M		39,375	A	⁽⁵⁾	403,815	D	
Common Stock	11/25/2019		M		39,375	A	⁽⁵⁾	443,190	D	
Common Stock	11/26/2019		s ⁽⁶⁾		36,440	D	\$56.38 ⁽⁷⁾	406,750	D	
Common Stock								800	I	By immediate family member
Common Stock								144,112	I	See Footnote ⁽⁸⁾

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
Performance Stock Unit	⁽⁵⁾	11/25/2019		A		78,750		⁽⁹⁾	⁽⁹⁾	Common Stock	78,750	\$0	157,500	D	
Performance Stock Unit	⁽⁵⁾	11/25/2019		M			39,375	⁽⁹⁾	⁽⁹⁾	Common Stock	39,375	\$0	118,125	D	
Performance Stock Unit	⁽⁵⁾	11/25/2019		M			39,375	⁽¹⁰⁾	⁽¹⁰⁾	Common Stock	39,375	\$0	78,750	D	

Explanation of Responses:

- These sales were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on September 5, 2018, as amended May 14, 2019.
- The price reported is a weighted average sales price. These shares were sold in multiple transactions at prices ranging from \$54.765 to \$55.75, 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 (2), (3), (4) and (7) to this Form 4.
- The price reported is a weighted average sales price. These shares were sold in multiple transactions at prices ranging from \$55.78 to \$56.77, inclusive.
- The price reported is a weighted average sales price. These shares were sold in multiple transactions at prices ranging from \$56.91 to \$57.81, inclusive.
- Each performance stock unit ("PSU") represents a contingent right to receive one share of the Issuer's Common Stock.
- Shares sold to satisfy withholding tax obligations upon the vesting of the performance stock units.
- The price reported is a weighted average sales price. These shares were sold in multiple transactions at prices ranging from \$56.00 to \$56.83, inclusive.
- The reportable securities are held by the 2013 Scott Grimes GRAT UAD.
- On November 25, 2019, the Compensation Committee of the Issuer's Board of Directors certified that a minimum cumulative adjusted EBITDA target over a trailing 12-month period of the Issuer's common stock was achieved (the "Certification") resulting in the award of the tranche of the PSU grant related to achieving the adjusted EBITDA target ("EBITDA tranche"). Fifty percent (50%) of the shares subject to the EBITDA tranche of the awarded PSU vested upon the Certification, twenty-five percent (25%) of the shares subject to the EBITDA tranche of the awarded PSU will vest 6 months after the Certification, and twenty-five percent (25%) of the shares subject to the EBITDA tranche of the awarded PSU will vest 12 months after the Certification.
- On August 26, 2019, the Compensation Committee of the Issuer's Board of Directors certified that a target minimum trailing 30-day average closing price of the Issuer's common stock was achieved (the "Certification") resulting in the award of the tranche of the PSU grant related to achieving the stock price target ("stock price tranche"). Fifty percent (50%) of the shares subject to the stock price tranche of the awarded PSU vested upon the Certification and were delivered on November 25, 2019, twenty-five percent (25%) of the shares subject to the stock price tranche of the awarded PSU will vest 6 months after the Certification, and twenty-five percent (25%) of the shares subject to the stock price tranche of the awarded PSU will vest 12 months after the Certification.

Remarks:

/s/ Kirk Somers, Attorney-in-Fact

11/27/2019

** 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.

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