FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549
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Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
noterion 1/h)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

l	OMB APPRO	VAL								
	OMB Number:	3235-0287								
l	Estimated average burden									
l	hours per response:	0.5								

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

Condamon Stock	Name and Address of Reporting Person* Grimes Scott D.														Relationship of Reporting Person(s) to Issuer (Check all applicable)							
Concand Conc															Director		•		wner			
Common Stock 11/25/2019 Still	C/O CAR	DLYTICS,	INC.	•	6000		\									below) below)						
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Common Stock Common Stoc	(Street) ATLANTA GA 30308			- 4. li	4. If Amendment, Date of Original Filed (Month/Day/Year)									ine) X Form filed by One Reporting Person								
2. Transaction bar 2. Transaction bar 2. Demonstration 2. Demo	(City)	(Sta	ate) (Zip)												Person						
Date Month/Day/Year) Execution Date Transaction	4 724 - 40-			ole I - No	1		_			-	d, Dis	•			ally			l s	auahin li	7 Natura of		
Common Stock			Date		r) E	Execution Date, if any		Transaction Code (Instr.					d 5)	Securities Beneficially Owned Following		Form: Direct (D) or Indirect		Indirect Beneficial Ownership				
Common Stock 11/25/2019 St ⁽¹⁾ 4,366 D \$55.16 ⁽³⁾ 368,806 D										Code	v	Amount	(A) or (D)	Price	Transaction(s)							
Common Stock 11/25/2019 Still 4,366 D \$57.31 ^(d) 364.440 D	Common S	tock			11/25/2019					S ⁽¹⁾		4,834	D	\$55.	08(2)	369,606		D				
Common Stock 11/25/2019 M 39,375 A (5) 403,815 D	Common Stock			11/25/2019					S ⁽¹⁾		800	D	\$ 56 .	16 ⁽³⁾	368,806		D					
Common Stock 11/25/2019 M 39,375 A 50 443,190 D	Common Stock		11/25/2019					S ⁽¹⁾		4,366	D	\$ 5 7.	31 ⁽⁴⁾	364,440		D						
Common Stock 11/26/2019 S(6) 36,440 D \$56.38(7) 406,750 D By immediate family member	Common Stock		11/25/2019					M		39,375	A	(5	5)	403,8	15	D						
Common Stock Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Security or Exercise Industry (Instr. 3) 2. Conversion or Exercise Industry (Instr. 3) 2. Conversion or Exercise Industry (Instr. 3) 3. Transaction of Exercise Industry (Instr. 3) 4. Code V (A) (D) Date Exercisable Industry (Instr. 3) 4. Transaction (Month/Day/Year) 4. Title and Amount or Securities Underlying Instr. 5) 5. Number of Oberivative Securities (Month/Day/Year) 6. Date Exercisable and Expiration Date (Month/Day/Year) 6. Date Exercisable Industry (Instr. 3) 6. Date Exercisable Industry (Instr. 3) 6. Date Exercisable Industry (Instr. 3) 7. Title and Amount or Securities Securities (Instr. 5) 8. Price of Oberivative Securities (Instr. 4) 9. Price of Derivative Securities (Instr. 4) 9. Price of Derivative Securities (Instr. 4) 11. Nature of Securities (Month/Day/Year) 12. Title and Amount or Securities (Instr. 5) 9. Price of Derivative Securities (Instr. 4) 13. Transaction(S) 14. Annount or Securities (Instr. 5) 15. Title and Amount or Securities (Instr. 5) 16. Date Exercisable Industry (Instr. 3) 17. Title and Amount or Securities (Instr. 5) 18. Price of Securities (Instr. 5) 18. Price of Securities (Instr. 4) 19. Ownership Commendation (Instr. 4) 10. Ownership Commendation (Instr. 4) 11. Nature of Industry (Instr. 4) 12. Ownership Commendation (Instr. 4) 13. Transaction(S) 14. Annount or Securities (Instr. 5) 15. Title and Amount or Securities (Instr. 4) 15. Derivative Securities (Instr. 5) 16. Date Exercisable (Instr. 5) 17. Title and Amount or Securities (Instr. 5) 18. Price of Securities (Instr. 5) 18. Price of Securities (Instr. 4) 19. Ownership Commendation (Instr. 4) 10. Ownership Commendation (Instr. 4) 11. Nature of Securities (Instr. 4) 12. Downership Commendation (Instr. 4) 13. Transaction(S) 14. Annount or Securities (Instr. 5) 15. Title and Amount or Securities (I	Common Stock			11/25/2019					M		39,375	A	(5	6)	443,1	90	D					
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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 (Instr. 3) 2. Conversion or Exercise (Month/Day/Year) (Instr. 4) 2. Conversion or Exercise (Instr. 4) (Instr. 3) 2. Conversion or Exercise (Instr. 4) (Inst	Common Stock														800)		I	mmediate family			
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Code V (A) (D) Exercisable Expiration Date Expiration Date Expiration Title Shares Common Stock Title Common Title Titl	1. Title of Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative	Date	3A. Deemed Execution Da	ed Date,	4. Transaction Code (Instr		5. Number of Derivative Securities Acquired (A) of Disposed of (D) (Instr. 3, 4		6. Date Ex Expiration (Month/Da		rcisable and Date	7. Title and An of Securities Underlying Derivative Sec		ount	Derivative Security	derivati Securiti Benefic Owned Followin Reporte	ve ies ially ng	Ownershi Form: Direct (D) or Indirec	of Indirect Beneficial Ownership t (Instr. 4)		
Stock Unit (5) 11/25/2019 A 76,750 (5) Stock 76,750 50 157,500 D Performance Stock Unit (5) 11/25/2019 M 39,375 (9) (9) Common Stock 39,375 \$0 118,125 D Performance (5) 11/25/2019 M 39,275 (10) (10) Common 30,375 \$0 78,750 D						Code	v	(A)	(D)				Title	or Nur of	nber		(Instr. 4)				
Stock Unit	Performance Stock Unit	(5)	11/25/2019			Α		78,750			(9)	(9)		¹ 78,	750	\$0	157,	500	D			
Performance Stock Unit (5) 11/25/2019 M 39,375 (10) (10) Common Stock 39,375 \$0 78,750 D	Performance Stock Unit	(5)	11/25/2019			M			39,375	5	(9)	(9)		39,	375	375 \$0 :		18,125 D				
	Performance Stock Unit	(5)	11/25/2019						39,375	5	(10)	(10)		39,	375	\$0	78,7	750	D			

- 1. 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.
- 2. 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.
- 3. 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.
- 4. 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.
- 5. Each performance stock unit ("PSU") represents a contingent right to receive one share of the Issuer's Common Stock.
- 6. Shares sold to satisfy withholding tax obligations upon the vesting of the performance stock units.
- 7. 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.
- 8. The reportable securities are held by the 2013 Scott Grimes GRAT UAD.
- 9. 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 tranche"). Fifty percent (50%) 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 6 months after the Certification, and 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.
- 10. 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

** Signature of Reporting Person

11/27/2019

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.