

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* JOHNSON MARK A (Last) (First) (Middle) C/O CARDLYTICS, INC. 675 PONCE DE LEON AVENUE NE, SUITE 6000 (Street) ATLANTA GA 30308 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Cardlytics, Inc. [CDLX]	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) 02/13/2018	
	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 Form filed by More than One Reporting Person

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	02/13/2018		C		127,294	A	(1)	232,799	I	See Footnote ⁽²⁾
Common Stock	02/13/2018		C		31,218	A	(1)	264,017	I	See Footnote ⁽²⁾
Common Stock	02/13/2018		C		12,291	A	(1)	276,308	I	See Footnote ⁽²⁾
Common Stock	02/13/2018		C		29,005	A	(1)	29,005	I	See Footnote ⁽³⁾
Common Stock	02/13/2018		C		5,801	A	(1)	5,801	D	
Common Stock	02/13/2018		C		15,045	A	(1)	291,353	I	See Footnote ⁽²⁾

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	Amount or Number of Shares				
Series B-R Redeemable Convertible Preferred Stock	(1)	02/13/2018		C			127,294	(1)	(1)	Common Stock	127,294	\$0.00	0	I	See Footnote ⁽²⁾
Series C-R Redeemable Convertible Preferred Stock	(1)	02/13/2018		C			31,218	(1)	(1)	Common Stock	31,218	\$0.00	0	I	See Footnote ⁽²⁾
Series D-R Redeemable Convertible Preferred Stock	(1)	02/13/2018		C			12,291	(1)	(1)	Common Stock	12,291	\$0.00	0	I	See Footnote ⁽²⁾
Series G Redeemable Convertible Preferred Stock	(1)	02/13/2018		C			29,005	(1)	(1)	Common Stock	29,005	\$0.00	0	I	See Footnote ⁽³⁾
Series G Redeemable Convertible Preferred Stock	(1)	02/13/2018		C			5,801	(1)	(1)	Common Stock	5,801	\$0.00	0	D	
Series G' Redeemable Convertible Preferred Stock	(1)	02/13/2018		C			15,045	(1)	(1)	Common Stock	15,045	\$0.00	0	I	See Footnote ⁽²⁾

Explanation of Responses:

1. Each share of Series B-R Redeemable Convertible Preferred Stock, Series C-R Redeemable Convertible Preferred Stock, Series D-R Redeemable Convertible Preferred Stock, Series G Redeemable Convertible Preferred Stock and Series G' Redeemable Convertible Preferred Stock converted into the Issuer's Common Stock on a one-for-one basis upon the Issuer's initial public offering and has no expiration date.
2. 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.
3. 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 L. Somers, Attorney-in-Fact 02/15/2018

** 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 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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