

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Lynton Nicholas Hollmeyer</u> <hr/> (Last) (First) (Middle) C/O CARDLYTICS, INC. 675 PONCE DE LEON AVENUE NE, SUITE 6000 <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>04/01/2023</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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/01/2023		M		806 ⁽¹⁾	A	\$0	16,491	D	
Common Stock	04/01/2023		M		2,324 ⁽¹⁾	A	\$0	18,815	D	
Common Stock	04/02/2023		M		625 ⁽¹⁾	A	\$0	19,440	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						Amount or Number of Shares
Restricted Stock Unit	(2)	04/01/2023		M			806	(3)	(3)	Common Stock	806	\$0	807	D	
Performance Stock Unit	(2)	04/01/2023		M			2,324	(3)	(3)	Common Stock	2,324	\$0	3,988	D	
Restricted Stock Unit	(2)	04/02/2023		M			625	(4)	(4)	Common Stock	625	\$0	0	D	

Explanation of Responses:

- Represents the underlying vested shares of common stock of the Issuer which have not been delivered.
- Each restricted stock unit ("RSU") and performance stock unit ("PSU") represents a contingent right to receive one share of the Issuer's Common Stock.
- The RSUs shall vest in equal amounts annually over four years on the anniversary of the date of grant, provided that the Reporting Person remains employed by the Issuer on such vesting date.
- The shares under this award vest in full on April 2, 2023, provided the Reporting Person continuously provides service to the Issuer through the vesting date.

Remarks:

/s/ Jason Minio, Attorney-in-Fact 04/04/2023

** 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.