

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D  
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
§ 240.13d-2(a)

(Amendment No. 3)<sup>1</sup>

Cardlytics, Inc.  
(Name of Issuer)

Common Stock, par value \$0.0001  
(Title of Class of Securities)

14161W105  
(CUSIP Number)

CLIFFORD SOSIN  
CAS INVESTMENT PARTNERS, LLC  
575 Lexington Avenue, Suite 12-101  
New York, NY 10022  
(212) 804-7660

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

March 27, 2024  
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

*Note:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

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<sup>1</sup> The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

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1	NAME OF REPORTING PERSON  CAS INVESTMENT PARTNERS, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  - 0 -
	8	SHARED VOTING POWER  6,373,676
	9	SOLE DISPOSITIVE POWER  - 0 -
	10	SHARED DISPOSITIVE POWER  6,373,676
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  6,373,676	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  14.4%	
14	TYPE OF REPORTING PERSON  OO, IA	

1	NAME OF REPORTING PERSON  SOSIN MASTER, LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  - 0 -
	8	SHARED VOTING POWER  4,292,156
	9	SOLE DISPOSITIVE POWER  - 0 -
	10	SHARED DISPOSITIVE POWER  4,292,156
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  4,292,156	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  9.7%	
14	TYPE OF REPORTING PERSON  PN	

1	NAME OF REPORTING PERSON  CSWR PARTNERS, LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  - 0 -
	8	SHARED VOTING POWER  2,081,520
	9	SOLE DISPOSITIVE POWER  - 0 -
	10	SHARED DISPOSITIVE POWER  2,081,520
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  2,081,520	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  4.7%	
14	TYPE OF REPORTING PERSON  PN	

1	NAME OF REPORTING PERSON  SOSIN LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  - 0 -
	8	SHARED VOTING POWER  6,373,676
	9	SOLE DISPOSITIVE POWER  - 0 -
	10	SHARED DISPOSITIVE POWER  6,373,676
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  6,373,676	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  14.4%	
14	TYPE OF REPORTING PERSON  OO	

1	NAME OF REPORTING PERSON  CLIFFORD SOSIN	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  - 0 -
	8	SHARED VOTING POWER  6,373,676
	9	SOLE DISPOSITIVE POWER  - 0 -
	10	SHARED DISPOSITIVE POWER  6,373,676
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  6,373,676	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  14.4%	
14	TYPE OF REPORTING PERSON  IN	

The following constitutes Amendment No. 3 to the Schedule 13D filed by the undersigned (“Amendment No. 3”). This Amendment No. 3 amends the Schedule 13D as specifically set forth herein.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended and restated to read as follows:

The Shares purchased by each of Sosin Master and CSWR were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market purchases, except as otherwise noted. The aggregate purchase price of the 4,292,156 Shares directly beneficially owned by Sosin Master is approximately \$166,047,535, including brokerage commissions. The aggregate purchase price of the 2,081,520 Shares directly beneficially owned by CSWR is approximately \$66,118,192, including brokerage commissions.

Item 5. Interest in Securities of the Issuer.

Items 5(a)-(c) are hereby amended and restated to read as follows:

The aggregate percentage of Shares reported owned by each person named herein is based upon 44,109,102 Shares outstanding, which is the total number of Shares outstanding as of February 29, 2024, as reported in the Issuer’s Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 14, 2024.

A. Sosin Master

- (a) As of the close of business on March 29, 2024, Sosin Master directly beneficially owned 4,292,156 Shares.

Percentage: Approximately 9.7%

- (b) 1. Sole power to vote or direct vote: 0  
2. Shared power to vote or direct vote: 4,292,156  
3. Sole power to dispose or direct the disposition: 0  
4. Shared power to dispose or direct the disposition: 4,292,156

- (c) The transaction in the Shares by Sosin Master since the filing of Amendment No. 2 is set forth in Schedule A and is incorporated herein by reference.

B. CSWR

- (a) As of the close of business on March 29, 2024, CSWR directly beneficially owned 2,081,520 Shares.

Percentage: Approximately 4.7%

- (b) 1. Sole power to vote or direct vote: 0  
2. Shared power to vote or direct vote: 2,081,520  
3. Sole power to dispose or direct the disposition: 0  
4. Shared power to dispose or direct the disposition: 2,081,520

- (c) The transaction in the Shares by CSWR since the filing of Amendment No. 2 is set forth in Schedule A and is incorporated herein by reference.

C. CAS Investment

- (a) As the investment manager of Sosin Master and CSWR, CAS Investment may be deemed the beneficial owner of the (i) 4,292,156 Shares owned by Sosin Master and (ii) 2,081,520 Shares owned CSWR.

Percentage: Approximately 14.4%

- (b)
  1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 6,373,676
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 6,373,676

- (c) CAS Investment has not entered into any transactions in the Shares since the filing of Amendment No. 2. The transactions in the Shares on behalf of Sosin Master and CSWR since the filing of Amendment No. 2 are set forth in Schedule A and are incorporated herein by reference.

D. Sosin LLC

- (a) Sosin LLC, as the general partner of Sosin Master and CSWR, may be deemed the beneficial owner of the (i) 4,292,156 Shares owned by Sosin Master and (ii) 2,081,520 Shares owned CSWR.

Percentage: Approximately 14.4%

- (b)
  1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 6,373,676
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 6,373,676

- (c) Sosin LLC has not entered into any transactions in the Shares since the filing of Amendment No. 2. The transactions in the Shares on behalf of Sosin Master and CSWR since the filing of Amendment No. 2 are set forth in Schedule A and are incorporated herein by reference.

E. Mr. Sosin

- (a) Mr. Sosin, as the managing member of CAS Investment, may be deemed the beneficial owner of the (i) 4,292,156 Shares owned by Sosin Master and (ii) 2,081,520 Shares owned CSWR.

Percentage: Approximately 14.4%

- (b)
  1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 6,373,676
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 6,373,676

- (c) Mr. Sosin has not entered into any transactions in the Shares since the filing of Amendment No. 2. The transactions in the Shares on behalf of Sosin Master and CSWR since the filing of Amendment No. 2 are set forth in Schedule A and are incorporated herein by reference.

The filing of this Schedule 13D shall not be deemed an admission that the Reporting Persons are, for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, the beneficial owners of any securities of the Issuer that he or it does not directly own. Each of the Reporting Persons specifically disclaims beneficial ownership of the securities reported herein that he or it does not directly own.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 6 is hereby amended to add the following:

On March 27, 2024, Sosin Master purchased \$13,786,000 aggregate principal amount of the Issuer's 4.25% convertible senior notes due 2029 (the "Notes") and CSWR purchased \$6,214,000 aggregate principal amount of the Notes. As the Issuer has the option, at its sole discretion, to settle conversions of the Notes in cash, Shares or a combination of cash and Shares, the Reporting Persons are not deemed to be beneficial owners of any Shares underlying the Notes as the Reporting Persons do not have the right to acquire such underlying Shares.

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: March 29, 2024

**CAS INVESTMENT PARTNERS, LLC**

By: /s/ Clifford Sosin  
Name: Clifford Sosin  
Title: Managing Member

**SOSIN MASTER, LP**

By: Sosin, LLC  
Its: General Partner

By: /s/ Clifford Sosin  
Name: Clifford Sosin  
Title: Managing Member of CAS Investment Partners, LLC, Investment Adviser of Sosin Master, LP

**CSWR PARTNERS, LP**

By: Sosin, LLC  
Its: General Partner

By: /s/ Clifford Sosin  
Name: Clifford Sosin  
Title: Managing Member of CAS Investment Partners, LLC, Investment Adviser of CSWR Partners, LP

**SOSIN LLC**

By: /s/ Clifford Sosin  
Name: Clifford Sosin  
Title: Managing Member of CAS Investment Partners, LLC, Investment Adviser of Sosin Master, LP and CSWR Partners, LP

**CLIFFORD SOSIN**

/s/ Clifford Sosin

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**SCHEDULE A****Transactions in the Shares of the Issuer Since the Filing of Amendment No. 2**

<u>Nature of Transaction</u>	<u>Amount of Securities Purchased/(Sold)</u>	<u>Price per Share (\$)</u>	<u>Date of Purchase/Sale</u>
<b><u>SOSIN MASTER, LP</u></b>			
Purchase of Common Stock	231,650	14.1601	03/19/2024
<b><u>CSWR PARTNERS, LP</u></b>			
Purchase of Common Stock	118,350	14.1601	03/19/2024