

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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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) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/26/2020</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	02/26/2020		M		19,688 ⁽¹⁾	A	(2)	396,891	D	
Common Stock								139,112	I	See Footnote ⁽³⁾

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	(2)	02/26/2020		M			19,688	(4)	(4)	Common Stock	19,688	\$0	59,062	D	

Explanation of Responses:

- Represents the underlying vested shares which have not been delivered.
- Each performance stock unit ("PSU") represents a contingent right to receive one share of the Issuer's Common Stock.
- The reportable securities are held by the 2013 Scott Grimes GRAT UAD.
- 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 vested on February 26, 2020, 6 months after the Certification, and have not yet been delivered. The final 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 03/02/2020

** 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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