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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): July 31, 2020



**CARDLYTICS, INC.**  
(Exact Name of Registrant as Specified in its Charter)

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<b>Delaware</b> (State or other jurisdiction of incorporation or organization)	<b>001-38386</b> (Commission File Number)	<b>26-3039436</b> (I.R.S. Employer Identification No.)
<b>675 Ponce de Leon Avenue NE, Suite 6000</b>	<b>Atlanta Georgia</b> (Address of principal executive offices, including zip code)	<b>30308</b>
	<b>(888) 798-5802</b> (Registrant's telephone, including area code)	

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Securities Exchange Act of 1934:

<u>Title of each class</u>	<u>Trading symbol</u>	<u>Name of each exchange on which registered</u>
Common Stock	CDLX	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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## **ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS**

On July 31, 2020, the board of directors (the “Board”) of Cardlytics, Inc. (the “Company”) appointed Jessica Jensen to serve as a director of the Company and as a member of the Company’s compensation committee. Ms. Jensen will serve as a Class III director whose term will expire at the 2021 annual meeting of stockholders.

There is no arrangement or understanding between Ms. Jensen and any other person pursuant to which she was selected as a director of the Company, and there is no family relationship between Ms. Jensen and any of the Company’s other directors or executive officers. The Company is not aware of any transaction involving Ms. Jensen requiring disclosure under Item 404(a) of Regulation S-K. Additional information about Ms. Jensen is set forth below.

*Jessica Jensen*, age 48, has served as the Chief Marketing Officer of OpenTable since August 1, 2020, where she previously served as the SVP Marketing for OpenTable from November 2019 to July 2020. Prior to joining OpenTable, Ms. Jensen served as the Chief Marketing Officer for Sunbasket, a subscription meal delivery service, from May 2019 to October 2019. Prior to Sunbasket, she served as the Head of Products, Platforms, and Insights at Facebook from 2014 to April 2019. Previously, from 2012 to 2014, Ms. Jensen was Global Head of Product Marketing for iAd, a division of Apple. Ms. Jensen holds a B.A. degree from Amherst College, a Masters of International Relations from University of California San Diego and a M.B.A. from INSEAD Business School.

In accordance with the Company’s compensation policy for non-employee directors, upon her commencement of service as a director, Ms. Jensen was granted 1,893 restricted stock units, which will vest in full on the first anniversary of the grant date, provided that Ms. Jensen is, as of such vesting date, then a director of the Company. Additionally, Ms. Jensen will be entitled to receive a \$30,000 annual retainer for her service as director and a \$10,000 annual retainer for her service as a member of the Company’s compensation committee. At each annual stockholder meeting following which Ms. Jensen’s term as a director continues, Ms. Jensen will be entitled to receive an additional restricted stock unit award with a grant date fair value of \$150,000, which award will vest in full on the first anniversary of such grant date, provided that she is, as of such vesting date, then a director of the Company. Ms. Jensen has also entered into the Company’s standard form of indemnification agreement.

## **ITEM 7.01 REGULATION FD DISCLOSURE**

On August 4, 2020, the Company issued a press release announcing the appointment of Ms. Jensen.

A copy of this press release is furnished herewith as Exhibit 99.1 to this Current Report. The information contained in the press release furnished as Exhibit 99.1 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and is not incorporated by reference into any of the Company’s filings under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof, except as shall be expressly set forth by specific reference in any such filing.

## **ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits

<b>Exhibit</b>	<b>Exhibit Description</b>
99.1	<a href="#">Press release dated August 4, 2020</a>

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

### **Cardlytics, Inc.**

Date: August 4, 2020

By: /s/ Andrew Christiansen

Andrew Christiansen

Chief Financial Officer

*(Principal Financial and Accounting Officer)*

## **Cardlytics Appoints OpenTable Chief Marketing Officer Jessica Jensen to Board of Directors**

**ATLANTA, GA - Aug. 4, 2020** - [Cardlytics](#) (NASDAQ: CDLX), an advertising platform in banks' digital channels, today announced the appointment of OpenTable's Chief Marketing Officer, Jessica Jensen, to its Board of Directors.

Recently elevated to CMO from her position as SVP Marketing, Jensen leads global marketing for the online restaurant-reservation service company. Prior to the coronavirus pandemic, Jensen drove a 20 percent increase in restaurant acquisition on the OpenTable platform. Her current focus is helping customers regain confidence in the food service industry and embrace dining and travel again.

Before joining OpenTable, Jensen was the CMO of subscription meal delivery service Sunbasket. Prior to Sunbasket, she led global positioning, marketing strategy, and communications for Facebook as their Head of Products, Platforms, and Insights from 2014 to 2019. Previously, Jensen was Global Head of Product Marketing for iAd, a division of Apple, where she oversaw product development and marketing of the iAd mobile advertising suite. Preceding her time at Apple, she was Vice President of Lifestyles within the U.S. Media Group of Yahoo!.

"Along with her expertise in the digital marketing arena, Jessica brings an engrained passion for restaurant and travel," said Lynne Laube, CEO and co-founder of Cardlytics. "Jessica's deep understanding of the space will give us invaluable insight as we evolve our advertising platform."

### **About Cardlytics**

Cardlytics (NASDAQ: CDLX) is an advertising platform in banks' digital channels. We partner with financial institutions to run their banking rewards programs that promote customer loyalty and deepen banking relationships. In turn, we have a secure view into where and when consumers are spending their money. We use these insights to help marketers identify, reach, and influence likely buyers at scale, as well as measure the true sales impact of marketing campaigns. Headquartered in Atlanta, Cardlytics has offices in London, New York, San Francisco and Visakhapatnam. Learn more at [www.cardlytics.com](http://www.cardlytics.com).

**PR Contact: ICR - [cardlyticspr@icrinc.com](mailto:cardlyticspr@icrinc.com)**