

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
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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>Canaan VIII LP</u> (Last) (First) (Middle) <u>C/O CANAAN PARTNERS</u> <u>285 RIVERSIDE AVENUE, SUITE 250</u> (Street) <u>WESTPORT CT 06880</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>02/08/2018</u>	3. Issuer Name and Ticker or Trading Symbol <u>Cardlytics, Inc. [CDLX]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A-R Redeemable Convertible Preferred Stock	(1)	(1)	Common Stock	950,000	(1)	D ⁽²⁾	
Series B-R Redeemable Convertible Preferred Stock	(1)	(1)	Common Stock	1,145,953	(1)	D ⁽²⁾	
Series C-R Redeemable Convertible Preferred Stock	(1)	(1)	Common Stock	514,023	(1)	D ⁽²⁾	
Series D-R Redeemable Convertible Preferred Stock	(1)	(1)	Common Stock	202,377	(1)	D ⁽²⁾	
Series E-R Redeemable Convertible Preferred Stock	(1)	(1)	Common Stock	119,254	(1)	D ⁽²⁾	
Series G Redeemable Convertible Preferred Stock	(1)	(1)	Common Stock	53,660	(1)	D ⁽²⁾	
Series G' Redeemable Convertible Preferred Stock	(1)	(1)	Common Stock	260,097	(1)	D ⁽²⁾	

1. Name and Address of Reporting Person* <u>Canaan VIII LP</u> (Last) (First) (Middle) <u>C/O CANAAN PARTNERS</u> <u>285 RIVERSIDE AVENUE, SUITE 250</u> (Street) <u>WESTPORT CT 06880</u> (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>Canaan Partners VIII LLC</u> (Last) (First) (Middle) <u>C/O CANAAN PARTNERS</u> <u>285 RIVERSIDE AVENUE, SUITE 250</u> (Street) (City) (State) (Zip)
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(Street)	WESTPORT	CT	06880
(City)	(State)	(Zip)	

Explanation of Responses:

1. Each share of Series A-R Redeemable Convertible Preferred Stock, Series B-R Redeemable Convertible Preferred Stock, Series C-R Redeemable Convertible Preferred Stock, Series D-R Redeemable Convertible Preferred Stock, Series E-R Redeemable Convertible Preferred Stock, Series G Redeemable Convertible Preferred Stock and Series G' Redeemable Convertible Preferred Stock is convertible into the Issuer's Common Stock on a one-for-one basis, has no expiration date and will convert upon the closing of the Issuer's initial public offering.
2. The reportable securities are owned directly by Canaan VIII L.P. ("Canaan LP"). Canaan Partners VIII LLC ("Canaan LLC") is the general partner of Canaan LP. Brenton K. Ahrens, John V. Balen, Stephen M. Bloch, Wende S. Hutton, Maha S. Ibrahim, Deepak Kamra, Guy M. Russo and Eric A. Young are the managing members of Canaan LLC (collectively, the "Managing Members"). Each of Canaan LLC and Managing Members and each may be deemed to have sole voting, investment and dispositive power with respect to the shares held by Canaan LP. Mr. Balen, a managing member of Canaan LLC serves as representative of Canaan LP and Canaan LLC on the Issuer's Board of Directors. Each of Canaan LLC and Managing Members disclaims beneficial ownership of these securities and this report shall not be deemed an admission that any one of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of its or their pecuniary interest therein if any.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney Exhibit 99 - Form 3 Joint Filer Information

Canaan VIII L.P., By: Canaan Partners VIII LLC, its general partner, By: /s/ Janine MacDonald, Attorney-in-Fact 02/08/2018

Canaan Partners VIII LLC, By: /s/ Janine MacDonald, Attorney-in-Fact 02/08/2018

** 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 5 (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.

POWER OF ATTORNEY

1. Appointment, Powers and Revocation. KNOW ALL MEN BY THESE PRESENTS, that each undersigned, and if such undersigned is not a natural person, acting by and through one of its authorized representatives (each such undersigned person or entity, a "Grantor"), effective from the date set forth opposite the name of such Grantor on the signature pages hereto (such date, for each Grantor, is hereinafter referred to as such Grantor's "Effective Date"), hereby constitutes and appoints each of Guy M. Russo, Nancy Levenson and Janine MacDonald as the Grantor's true and lawful attorney-in-fact and agent (each, an "Attorney-In-Fact"), with full power of substitution and re-substitution, for the Grantor and in the Grantor's place and stead, in any and all capacities to: (a) sign any and all instruments, certificates and documents required to be executed on behalf of the Grantor as an individual (if applicable) or in the Grantor's capacity as a general partner, manager, member, managing member or authorized signatory, as the case may be, on behalf of any of the following (i) Canaan Management LLC (together with its subsidiaries and affiliates, "Canaan Partners"), (ii) any of the funds or accounts managed, advised or sponsored by Canaan Partners (the "Canaan Funds") and (iii) any of the entities formed to act as the direct or indirect general partner, manager, managing member or equivalent of such funds or accounts (the "Canaan General Partners", together with Canaan Partners and the Canaan Funds collectively, the "Canaan Entities"), including, without limitation, Canaan Equity II L.P., Canaan Equity II Entrepreneurs LLC, Canaan Equity II L.P. (QP), Canaan Equity Partners II LLC, Canaan Equity III L.P., Canaan Equity III Entrepreneurs LLC, Canaan Equity Partners III LLC, Canaan VII L.P., Canaan Partners VII LLC, Canaan VIII L.P., Canaan Partners VIII LLC, Canaan IX L.P., Canaan Partners IX LLC, Canaan X L.P. and Canaan Partners X LLC, in each case, pursuant to the Securities Act of 1933, as amended, (the "Securities Act"), and any and all rules and regulations promulgated thereunder (including, without limitation, filings pursuant to Rule 144 (Form 144)) or the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any and all rules and regulations promulgated thereunder (including, without limitation, filings pursuant to Section 16 (Forms 3, 4 and 5) and Section 13 (Schedule 13D, Schedule 13G, Form 13F and Form 13H) of the Exchange Act); and (b) file the same, with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission, and with any other entity when and if such is mandated by the Securities Act, the Exchange Act or by the Financial Industry Regulatory Authority, granting unto such Attorney-In-Fact full power and authority to do and perform each and every act and thing requisite and necessary fully to all intents and purposes as the Grantor might or could do in person thereby, and ratifying and confirming all that such Attorney-In-Fact, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof, or may have done in connection with the matters described above. By this power of attorney, each Grantor hereby revokes all previous powers of attorney granted by him, her or it to any Attorney-In-Fact or any other employee, representative or agent of Canaan Partners relating to the matters described above.

2. Effective Date and Termination. This power of attorney shall be effective as to each Grantor as of such Grantor's Effective Date and shall remain in full force and effect with respect to each Grantor and each Attorney-In-Fact until: (a) in the case of any Grantor that is an individual, the earlier of the date on which this power of attorney is revoked in writing by such Grantor solely as it relates to himself or herself and such Grantor's Termination Date (as defined below); (b) in the case of any Grantor that is an entity, the earlier of the date on which this power of attorney is revoked in writing by such Grantor solely as it relates to itself and the filing by such entity of a certificate of cancellation or notice of dissolution with the jurisdiction in which it was organized evidencing such entity's complete dissolution and termination under the laws of such jurisdiction; and (c) in the case of any Attorney-In-Fact, such Attorney-In-Fact's Termination Date.

For purposes of the foregoing, "Termination Date" means (i) with respect to any Grantor or Attorney-In-Fact that is a member or manager of any Canaan General Partner, the date on which such Grantor becomes a "retired member" of any Canaan General Partner or, if later, the date on which his, her or its employment with Canaan Partners terminates for any reason and (ii) with respect to any other Grantor or Attorney-In-Fact, the date on which his, her or its employment with Canaan Partners terminates for any reason.

3. Miscellaneous. Each of the Grantors may execute this power of attorney in separate counterparts, and each counterpart shall be deemed to be an original instrument. This Agreement shall be governed by the laws of the State of Delaware, without regard for choice-of-law provisions.

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the respective dates set forth below.

Dated: July 28, 2016 Canaan VIII L.P.

By: Canaan Partners VIII LLC, its General Partner

By: /s/ Guy M. Russo

Name: Guy M. Russo
Title: Member/Manager

Dated: July 28, 2016 Canaan Partners VIII LLC

By: /s/ Guy M. Russo
Name: Guy M. Russo
Title: Member/Manager

EXHIBIT 99
FORM 3 JOINT FILER INFORMATION

Names of Joint Filers:

Canaan VIII L.P.
Canaan Partners VIII LLC

Address of Joint Filers:

c/o Canaan Partners
285 Riverside Avenue, Suite 250
Westport, CT 06880

Designated Filer:

Canaan VIII L.P.

Issuer and Ticker Symbol:

Cardlytics, Inc. [CDLX]

Date of Event:

February 8, 2018

Signatures of Joint Filers:

Canaan VIII L.P.

By: Canaan Partners VIII LLC, its General Partner

By: /s/ Janine MacDonald

Attorney-in-Fact

Canaan Partners VIII LLC

By: /s/ Janine MacDonald

Attorney-in-Fact

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