

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

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

1. Name and Address of Reporting Person* <u>Aimia Inc.</u> (Last) (First) (Middle) 525 VIGER AVENUE WEST, SUITE 1000 (Street) MONTREAL A8 H2Z 0B2 (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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 02/13/2018	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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

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	02/13/2018		C		212,008	A	(1)	212,008	I	See Footnote ⁽²⁾
Common Stock	02/13/2018		C		972,927	A	(1)	1,184,935	I	See Footnote ⁽²⁾
Common Stock	02/13/2018		C		609,523	A	(1)	1,794,458	I	See Footnote ⁽²⁾
Common Stock	02/13/2018		C		159,207	A	(1)	1,953,665	I	See Footnote ⁽²⁾
Common Stock	02/13/2018		C		223,020	A	(1)	1,024,349	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
Series C-R Redeemable Convertible Preferred Sto	(1)	02/13/2018		C			212,008	(1)	(1)	Common Stock	212,008	\$0.00	0	I	See Footnote ⁽²⁾
Series D-R Redeemable Convertible Preferred Sto	(1)	02/13/2018		C			972,927	(1)	(1)	Common Stock	972,927	\$0.00	0	I	See Footnote ⁽²⁾
Series E-R Redeemable Convertible Preferred Sto	(1)	02/13/2018		C			609,523	(1)	(1)	Common Stock	609,523	\$0.00	0	I	See Footnote ⁽²⁾
Series G' Redeemable Convertible Preferred Stock	(1)	02/13/2018		C			159,207	(1)	(1)	Common Stock	159,207	\$0.00	0	I	See Footnote ⁽²⁾
Series G' Redeemable Convertible Preferred Stock	(1)	02/13/2018		C			223,020	(1)	(1)	Common Stock	223,020	\$0.00	0	I	See Footnote ⁽³⁾

1. Name and Address of Reporting Person*
Aimia Inc.
 (Last) (First) (Middle)
 525 VIGER AVENUE WEST, SUITE 1000

(Street)
MONTREAL A8 H2Z 0B2

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[Aeroplan Holdings Europe Sarl](#)

(Last) (First) (Middle)
525 VIGER AVENUE WEST, SUITE 1000

(Street)
MONTREAL A8 H2Z 0B2

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[Aimia Holdings UK Ltd](#)

(Last) (First) (Middle)
525 VIGER AVENUE WEST, SUITE 1000

(Street)
MONTREAL A8 H2Z0B2

(City) (State) (Zip)

Explanation of Responses:

1. Each share of 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 converted into the Issuer's Common Stock on a one-for-one basis upon the Issuer's initial public offering and has no expiration date.
2. The reportable securities are owned directly by Aeroplan Holdings Europe Sarl, which is an affiliate of Aimia Inc.
3. The reportable securities are owned directly by Aimia Holdings UK Limited, which is an affiliate of Aimia Inc.

Remarks:

[/s/ Kirk L. Somers, Attorney-in-Fact](#) 02/15/2018

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** 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.