FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## 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								

Common Stock	, , , , , , , , , , , , , , , , , , , ,		0 ,			Cardlytics, Inc	Youngren Bryce					
A   If Amendment, Date of Original Filied (Month/Day/Year)   A   If Amendment, Date of Origi		·)	onth/Day/Year	on (Mo	ansactio	I	C/O POLARIS PARTNERS ONE MARINA PARK DRIVE, 10TH FL.  (Street) BOSTON MA 02210					
Table I - Non-Derivative   Securities   Acquired   Disposed of, or   Beneficially Owned	Line)  X Form filed by One Reporting Person  Form filed by More than One Reporting	Day/Year)	Filed (Month/I	riginal	te of Or	4. If Amendment, Da						
Date (Month/Day/Year)   Part (Month/Day/Year)   Par	 red, Disposed of, or Beneficially Owned	of, or Be	Disposed	red,	Acquii	tive Securities /	Non-Deriva		(Glalo)	(0.0)		
Code         V         Amount         (b) or Price         Transaction(s) (rist; and 4)         Image: Common Stock         01/29/2020         S00         2,123         D         \$83.7711°0         15,562         I         S           Common Stock         01/29/2020         s(0)         3,516         D         \$84.5544′4         12,046         I         S           Common Stock         01/29/2020         s(0)         10,536         D         \$85.7685°0         1,510         I         S           Common Stock         01/29/2020         s(0)         1,510         D         \$86.2606°0         0         I         S           Common Stock         01/29/2020         s(0)         41         D         \$83.7711°0         303         I         S           Common Stock         01/29/2020         s(0)         205         D         \$85.7685°0         29         I         S           Common Stock         01/29/2020         s(0)         29         D         \$86.2606°0         0         I         S           Common Stock         01/29/2020         s(0)         29         D         \$86.7685°0         0         I         S         E           Common Stock         01/29/2020 </th <th>action (Instr. Disposed Of (D) (Instr. 3, 4 and 5) Securities Form: Direct (D) or Indirect Beneficially Owned Following (I) (Instr. 4) Ownership</th> <th colspan="3">4. Securities Acquired (A) or</th> <th>Transa Code (</th> <th>Execution Date, r) if any</th> <th>Date</th> <th></th> <th colspan="2"></th>	action (Instr. Disposed Of (D) (Instr. 3, 4 and 5) Securities Form: Direct (D) or Indirect Beneficially Owned Following (I) (Instr. 4) Ownership	4. Securities Acquired (A) or			Transa Code (	Execution Date, r) if any	Date					
Common Stock         01/29/2020         Still         2,123         D         \$83.7711'0         15,562         I         F           Common Stock         01/29/2020         still         3,516         D         \$84.5544'4         12,046         I         S           Common Stock         01/29/2020         still         10,536         D         \$85.7685'5         1,510         I         S           Common Stock         01/29/2020         still         1,510         D         \$86.2606'6         0         I         S           Common Stock         01/29/2020         still         41         D         \$83.7711'0         303         I         S           Common Stock         01/29/2020         still         205         D         \$86.2606'6         234         I         S           Common Stock         01/29/2020         still         29         D         \$86.2606'6         0         I         S           Common Stock         01/29/2020         still         15         D         \$83.7711'0         106         I         S           Common Stock         01/29/2020         still         72         D         \$85.7685'6         10         I         S	(A) or   Transaction(s)	(A) or (D) Pr	Amount	v	Code							
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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Ta Date (Month/Day/Year)	Iffe PrenBeriva Execution Date, if any (e.g., p (Month/Day/Year)	LUTSde(	ecuri action (alla,	the Suppled L of North Securities Securities Acquired (A) or Disposed	ifethtesign Expiration of Aphilansylv	sig <del>sleda</del> ef, ate agnvertib	Underl Deriva	Writies)	y <sup>8</sup> <b>Grimeti</b> Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Dav/Year)	4. Transa Code 8)		5f Normber (Instr. 3, 4 Dedicative Securities	6. Date Exerc Expiration Day/	Day/Year)		and it of ties ving	8. Price of Derivative Security (Instr. 5)	จะสำเหล่าต่อง(s) (โคยนาลนั่งe Securities Beneficially	10. Ownership Form: Direct (D)	11. Nature of Indirect Beneficial Ownership
(s.,	Derivative Security		(	Code	v	Acquired (A) or Disposed of (D) (Mo)str 3D4	Date Exercisable	Expiration Date	Deriva Securi	iWamount yolinstr. 3 Number of Shares	(	Owned Following Reported Transaction(s) (Instr. 4)	or Indirect (I) (Instr. 4)	(Instr. 4)
Evnlanation	of Pesnons	ne.				and 5)								

- 1. The sale of these shares were effected pursuant to Rule 10b5-1 trading plans adopted by each of Polaris Venture Partners V, L.P. ("PVP Vo") Polaris Venture Partners Entrepreneurs' Fund V, L.P. ("PVPFF V") and Polaris Venture Partners Special Founders' Fund V, L.P. ("PVPSFF V") on Number 16, 2019.
- 2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple translateons at price spatial from \$83.19 to \$84.12, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities (Commission) Commission (Commissi
- 3. The reportable securities are owned directly by PVP V. Polaris Venture Management Co. V, L.L.C. ("PVM V") is the general partner of PVP V. The Reporting Person, a member of the Issuer's Board of Directors, is a member of PVM V. Each of Jonathan A. Flint ("Flint") and Terrance G. McGuire ("McGuire") are the managing members of PVM V. Each of Flint, McGuire and the Reporting Person, in their respective capacities with respect to PVM V, may be deemed to have shared voting and dispositive power over the shares held by PVP V. Each of PVM V, Flint, McGuire and the Reporting Person 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 their respective pecuniary interests therein.
- 4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$84.13 to \$85.12, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (4) to this Form 4.
- 5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$85.15 to \$86.14, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (5) to this Form 4.
- 6. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$86.17 to \$86.51, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (6) to this Form 4.
- 7. The reportable securities are owned directly by PVPE V. PVM V is the general partner of PVPE V. The Reporting Person, a member of the Issuer's Board of Directors, is a member of PVM V. Each of Flint and McGuire are the managing members of PVM V. Each of Flint, McGuire and the Reporting Person, in their respective capacities with respect to PVM V, may be deemed to have shared voting and dispositive power over the shares held by PVPE V. Each of PVM V, Flint, McGuire and the Reporting Person 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 their respective pecuniary interests therein.
- 8. The reportable securities are owned directly by PVPFF V. PVM V is the general partner of PVPFF V. The Reporting Person, a member of the Issuer's Board of Directors, is a member of PVM V. Each of Flint and McGuire are the managing members of PVM V. Each of Flint, McGuire and the Reporting Person, in their respective capacities with respect to PVM V, may be deemed to have shared voting and dispositive power over the shares held by PVPFF V. Each of PVM V, Flint, McGuire and the Reporting Person 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 their respective pecuniary interests therein.
- 9. The reportable securities are owned directly by PVPSFF V. PVM V is the general partner of PVPSFF V. The Reporting Person, a member of the Issuer's Board of Directors, is a member of PVM V. Each of Flint and McGuire are the managing members of PVM V. Each of Flint, McGuire and the Reporting Person, in their respective capacities with respect to PVM V, may be deemed to have shared voting and dispositive power over the shares held by PVPSFF V. Each of PVM V, Flint, McGuire and the Reporting Person 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 their respective pecuniary interests therein.

## Remarks:

/s/ Lauren Crockett, Attorneyin-Fact for Bryce Youngren

01/31/2020

\*\* 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.

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.