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

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**



CARDLYTICS, INC.

(Exact Name of Registrant as Specified in its Charter)

**675 Ponce de Leon Avenue NE, Suite 6000
Atlanta, Georgia 30308**
(Address of principal executive offices) (Zip code)

26-3039436
(I.R.S. Employer
Identification No.)

Delaware
(State or other jurisdiction of
incorporation or organization)

2022 Inducement Plan
(Full title of the plan)

**Karim Tamsamani
Cardlytics, Inc.**

**675 Ponce de Leon Avenue NE, Suite 6000
Atlanta, Georgia 30308**
(Name and address of agent for service)

(888) 798-5802
(Telephone number, including area code, of agent for service)

Copies to:

**Mark Ballantyne
Cooley LLP
One Freedom Square
Reston Town Center
11951 Freedom Drive
Reston, VA 20190
(703) 456-8000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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 7(a)(2)(B) of the Securities Act

EXPLANATORY NOTE

Pursuant to General Instruction E of Form S-8, Cardlytics, Inc. (the “Registrant”) is filing this Registration Statement with the Securities and Exchange Commission (the “Commission”) to register 800,000 additional shares of its common stock under the 2022 Inducement Plan. In accordance with the instructional note to Part I of Form S-8 as promulgated by the Commission, the information specified by Part I of the Form S-8 has been omitted from this Registration Statement.

PART II

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The contents of the earlier registration statement related to the 2022 Inducement Plan, previously filed with the Commission on August 26, 2022 (File No. 333-267091), is incorporated herein by reference and made a part of this Registration Statement.

ITEM 8. EXHIBITS

Exhibit Number	Description
4.1 (1)	Amended and Restated Certificate of Incorporation of the Registrant
4.2 (2)	Amended and Restated Bylaws of the Registrant
4.3 (3)	2022 Inducement Plan
4.4 (4)	Form of option and grant notice and Agreement under 2022 Inducement Plan
4.5 (5)	Form of restricted stock unit grant notice and agreement under 2022 Inducement Plan
4.6 (6)	Specimen stock certificate evidencing shares of Common Stock
4.7 (7)	Amendment No. 1 to 2022 Inducement Plan
4.8 (8)	Amendment No. 2 to 2022 Inducement Plan
5.1 (8)	Opinion of Cooley LLP
23.1 (8)	Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm
23.2 (8)	Consent of Cooley LLP (included in Exhibit 5.1)
24.1 (8)	Power of Attorney (included on the signature page of this Form S-8)
107 (8)	Filing Fee Table

- (1) Previously filed as Exhibit 3.2 to the Registrant’s Registration Statement on Form S-1 (File No. 333-222531), filed with the Commission on January 12, 2018, and incorporated by reference herein.
- (2) Previously filed as Exhibit 3.4 to the Registrant’s Registration Statement on Form S-1 (File No. 333-222531), filed with the Commission on January 12, 2018, and incorporated by reference herein.
- (3) Previously filed as Exhibit 10.1 to the Registrant’s Current Report on Form 8-K (File No. 001-38386), filed with the Commission on July 20, 2022, and incorporated by reference herein.
- (4) Previously filed as Exhibit 10.2 to the Registrant’s Current Report on Form 8-K (File No. 001-38386), filed with the Commission on July 20, 2022, and incorporated by reference herein.
- (5) Previously filed as Exhibit 10.3 to the Registrant’s Current Report on Form 8-K (File No. 001-38386), filed with the Commission on July 20, 2022, and incorporated by reference herein.
- (6) Previously filed as Exhibit 4.1 to Amendment No. 1 to the Registrant’s Registration Statement on Form S-1 (File No. 333-222531), filed with the Commission on January 29, 2018, and incorporated by reference herein.
- (7) Previously filed as Exhibit 10.45 to the Registrant’s Form 10-K (File No. 001-38386) for the year ended December 31, 2022, filed with the Commission on March 1, 2023, and incorporated by reference herein.
- (8) Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on July 18, 2023.

CARDLYTICS, INC.

By: /s/ Karim Tamsamani
Karim Tamsamani
Chief Executive Officer (Principal
Executive Officer)

POWER OF ATTORNEY

Know All Persons By These Presents, that each person whose signature appears below constitutes and appoints Karim Tamsamani, and Nick Lynton each or any one of them, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Karim Tamsamani</u> Karim Tamsamani	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	July 18, 2023
<u>/s/ Andrew Christiansen</u> Andrew Christiansen	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	July 18, 2023
<u>/s/ John V. Balen</u> John V. Balen	Board Chairman	July 18, 2023
<u>/s/ David L. Adams</u> David L. Adams	Director	July 18, 2023
<u>/s/ Jessica Jensen</u> Jessica Jensen	Director	July 18, 2023
<u>/s/ John Klinck</u> John Klinck	Director	July 18, 2023
<u>/s/ Aimée Lopic</u> Aimée Lopic	Director	July 18, 2023
<u>/s/ Tony Weisman</u> Tony Weisman	Director	July 18, 2023

Filing Fee Tables

Form S-8

(Form Type)

**CARDLYTICS, INC.**

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount to be Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate-Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.0001 per share, 2022 Inducement Plan	Other ⁽²⁾	800,000	\$7.395 ⁽²⁾	\$5,916,000	0.0001102	\$651.94
	Total Offering Amounts		800,000		\$5,916,000	0.0001102	\$651.94
	Total Fees Previously Paid						\$—
	Total Fee Offset						\$—
	Net Fee Due						\$651.94

- (1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of the Registrant's Common Stock that become issuable under the 2022 Inducement Plan set forth herein by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of the Registrant's Common Stock.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) and Rule 457(h) promulgated under the Securities Act. The proposed maximum offering price per share and the proposed maximum aggregate offering price are calculated using the average of the high and low prices of the Registrant's Common Stock as reported on the Nasdaq Global Market on July 11, 2022.

**AMENDMENT TO
CARDLYTICS, INC.
2022 INDUCEMENT PLAN**

- A.** Cardlytics, Inc., a corporation organized under the laws of the State of Delaware, (the “*Company*”) established the Company’s 2022 Inducement Plan (the “*Plan*”);
- B.** The Plan currently provides for 1,850,000 shares of Common Stock to be reserved for issuance under the Plan; and
- C.** The Company now wishes to amend the Plan to increase the number of shares of Common Stock reserved for issuance under the Plan to an aggregate of 2,650,000 shares.

Effective immediately, the Plan is amended as follows:

1. The reference to “1,850,000 shares” in Section 3(a) of the Plan is hereby amended to reference “2,650,000 shares”.
2. In all other respects, the Plan will remain the same.

IN WITNESS WHEREOF, the Company has caused this Amendment to be executed as of July 18, 2023.

CARDLYTICS, INC.

By: /s/ Karim Tamsamani

Karim Tamsamani

Chief Executive Officer



Mark Ballantyne
+1 703-456-8084
mballantyne@cooley.com

July 18, 2023

Cardlytics, Inc.
675 Ponce de Leon Avenue NE, Suite 6000
Atlanta, Georgia 30308

Ladies and Gentlemen:

You have requested our opinion, as counsel to Cardlytics, Inc., a Delaware corporation (the “**Company**”), in connection with the filing by the Company of a Registration Statement on Form S-8 (the “**Registration Statement**”) with the Securities and Exchange Commission (the “**Commission**”) covering the offering of up to 800,000 shares (the “**Shares**”) of the Company’s Common Stock, par value \$0.0001 per share (“**Common Stock**”), issuable pursuant to the Company’s 2022 Inducement Plan (the “**Plan**”).

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and the related prospectus, (b) the Company’s certificate of incorporation and bylaws, each as currently in effect, (c) the Plan, and (d) such other records, documents, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials, and the due authorization, execution and delivery of all documents by all persons other than the Company where authorization, execution and delivery are prerequisites to the effectiveness of such documents. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plan, the Registration Statement and the related prospectus, will be validly issued, fully paid and nonassessable (except as to shares issued pursuant to deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder.

Sincerely,
Cooley LLP

By: /s/ Mark Ballantyne
Mark Ballantyne

Cooley LLP Reston Town Center Reston, VA 20190-5656
t: (703) 456 8000 f: (703) 456 8100 cooley.com

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated March 1, 2023 relating to the consolidated financial statements of Cardlytics, Inc. and subsidiaries (the “Company”) and the effectiveness of the Company's internal control over financial reporting appearing in the Annual Report on Form 10-K of Cardlytics, Inc. for the year ended December 31, 2022.

/s/ DELOITTE & TOUCHE LLP

Atlanta, Georgia

July 18, 2023



Mark Ballantyne
+1 703-456-8084
mballantyne@cooley.com

July 18, 2023

Cardlytics, Inc.
675 Ponce de Leon Avenue NE, Suite 6000
Atlanta, Georgia 30308

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Sincerely,
Cooley LLP

By: /s/ Mark Ballantyne
Mark Ballantyne

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