

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <u>Laube Lynne Marie</u>  (Last) (First) (Middle) <u>C/O CARDLYTICS, INC.</u> <u>675 PONCE DE LEON AVENUE NE, SUITE 6000</u>  (Street) <u>ATLANTA GA 30308</u>  (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>Chief Executive Officer</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/06/2021</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	10/06/2021		M		28,125 <sup>(1)</sup>	A	<sup>(2)</sup>	336,457	D	
Common Stock								14,565	I	See Footnote <sup>(3)</sup>
Common Stock								14,565	I	See Footnote <sup>(4)</sup>

**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
Performance Stock Unit	<sup>(2)</sup>	10/06/2021		A		56,250		<sup>(5)</sup>	<sup>(5)</sup>	Common Stock	56,250	\$0	56,250	D	
Performance Stock Unit	<sup>(2)</sup>	10/06/2021		M		28,125		<sup>(5)</sup>	<sup>(5)</sup>	Common Stock	28,125	\$0	28,125	D	

**Explanation of Responses:**

- Represents the underlying vested shares of common stock of the Issuer which have not been delivered.
- Each performance stock unit ("PSU") represents a contingent right to receive one share of the Issuer's Common Stock.
- The reportable securities are held by the 2013 Lynne Marie Laube GRAT fbo Keegan George Allbright.
- The reportable securities are held by the 2013 Lynne Marie Laube GRAT fbo Hayley Marie Allbright.
- On October 6, 2021 the Compensation Committee of the Issuer's Board of Directors certified that a target minimum number of advertisers with a specified billings threshold over a trailing 12-month period was achieved (the "Certification") resulting in the award of the tranche of the PSU grant related to achieving the advertiser count target ("advertiser tranche"). Fifty percent (50%) of the shares subject to the advertiser tranche of the awarded PSU vested upon the Certification, twenty-five percent (25%) of the shares subject to the advertiser tranche of the awarded PSU will vest 6 months after the Certification, and twenty-five percent (25%) of the shares subject to the advertiser tranche of the awarded PSU will vest 12 months after the Certification, subject to continued service to the Issuer.

**Remarks:**

/s/ Kirk Somers, Attorney-in-Fact 10/06/2021

\*\* 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.