

| OMB APPROVAL                                 |           |
|--|-----------|
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**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

|  |  |  |   |  |  |  |  |  |
|--|--|--|---|--|--|--|--|--|
| 1. Name and Address of Reporting Person*<br><u>Evans David Thomas</u><br>_____<br>(Last) (First) (Middle)<br>C/O CARDLYTICS, INC.<br>675 PONCE DE LEON AVENUE NE, SUITE 6000<br>_____<br>(Street)<br>ATLANTA GA 30308<br>_____<br>(City) (State) (Zip) |  |  | 2. Issuer Name and Ticker or Trading Symbol<br><u>Cardlytics, Inc. [ CDLX ]</u>   |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director _____ 10% Owner _____<br>Officer (give title below) _____ Other (specify below) _____<br><input checked="" type="checkbox"/> Chief Administrative Officer |  |  |
|  |  |  | 3. Date of Earliest Transaction (Month/Day/Year)<br>08/11/2020  |  |  |  |  |  |
|  |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year)  |  |  |  |  |  |
|  |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>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                    | 08/11/2020                           |  | M                              |   | 208   | A          | \$0 <sup>(1)</sup>     | 12,987  | D  |   |
| Common Stock                    | 08/11/2020                           |  | M                              |   | 741   | A          | \$20                   | 13,728  | D  |   |
| Common Stock                    | 08/11/2020                           |  | M                              |   | 700   | A          | \$30.44                | 14,428  | D  |   |
| Common Stock                    | 08/11/2020                           |  | M                              |   | 700   | A          | \$20                   | 15,128  | D  |   |
| Common Stock                    | 08/11/2020                           |  | S                              |   | 13,019  | D          | \$75.55 <sup>(2)</sup> | 2,109   | D  |   |
| Common Stock                    | 08/11/2020                           |  | S                              |   | 401   | D          | \$76.05 <sup>(3)</sup> | 1,708   | D  |   |
| Common Stock                    | 08/12/2020                           |  | M                              |   | 5,509   | A          | \$20                   | 7,217   | D  |   |
| Common Stock                    | 08/12/2020                           |  | M                              |   | 4,769   | A          | \$30.44                | 11,986  | D  |   |
| Common Stock                    | 08/12/2020                           |  | M                              |   | 4,769   | A          | \$20                   | 16,755  | D  |   |
| Common Stock                    | 08/12/2020                           |  | S                              |   | 15,047  | D          | \$77.14 <sup>(4)</sup> | 1,708   | D  |   |
| Common Stock                    | 08/13/2020                           |  | S <sup>(5)</sup>               |   | 86  | D          | \$79.62                | 1,622   | D  |   |

**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 |
| Restricted Stock Units                     | (1)  | 08/11/2020                           |  | A                              |   | 208  |     | (6)  | (6)             | Common Stock  | 208  | \$0  | 208   | D  |       |
| Restricted Stock Units                     | (1)  | 08/11/2020                           |  | M                              |   |  | 208 | (6)  | (6)             | Common Stock  | 208  | \$0  | 0   | D  |       |
| Employee Stock Option (Right to Buy)       | \$20   | 08/11/2020                           |  | M                              |   | 741  |     | (6)  | 08/02/2026      | Common Stock  | 741  | \$0  | 5,509   | D  |       |
| Employee Stock Option (Right to Buy)       | \$30.44  | 08/11/2020                           |  | M                              |   | 700  |     | (7)  | 07/07/2027      | Common Stock  | 700  | \$0  | 11,019  | D  |       |
| Employee Stock Option (Right to Buy)       | \$20   | 08/11/2020                           |  | M                              |   | 700  |     | (8)  | 12/06/2026      | Common Stock  | 700  | \$0  | 7,894   | D  |       |

**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   | Amount or Number of Shares |  |  |   |  |
| Employee Stock Option (Right to Buy)       | \$20   | 08/12/2020                           |  | M                              |   |  | 5,509 | (6)  | 08/02/2026      | Common Stock  | 5,509                      | \$0  | 0  | D   |  |
| Employee Stock Option (Right to Buy)       | \$30.44  | 08/12/2020                           |  | M                              |   |  | 4,769 | (7)  | 07/07/2027      | Common Stock  | 4,769                      | \$0  | 6,250  | D   |  |
| Employee Stock Option (Right to Buy)       | \$20   | 08/12/2020                           |  | M                              |   |  | 4,769 | (8)  | 12/06/2026      | Common Stock  | 4,769                      | \$0  | 3,125  | D   |  |

**Explanation of Responses:**

- Each restricted stock unit ("RSU") represents a contingent right to receive one share of common stock of the Issuer, or at the election of the Issuer, its cash equivalent.
- The price reported is a weighted average sales price. These shares were sold in multiple transactions at prices ranging from \$75.00 to \$75.98, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1), (2) and (3) to this Form 4.
- The price reported is a weighted average sales price. These shares were sold in multiple transactions at prices ranging from \$76.01 to \$76.09, inclusive.
- The price reported is a weighted average sales price. These shares were sold in multiple transactions at prices ranging from \$76.64 to \$77.58, inclusive.
- Shares sold to satisfy withholding tax obligations upon the delivery of shares of common stock for RSUs granted on August 11, 2020.
- Fully vested.
- This option becomes exercisable with respect to one quarter (1/4) of the shares of stock subject to this option on April 1, 2018 (the "Initial Vesting Date"). The option becomes exercisable in respect of the remaining shares in thirty-six (36) equal monthly installments commencing one (1) month after the Initial Vesting Date, provided the Reporting Person continuously provides service to the Issuer through each vesting period.
- This option became exercisable with respect to one quarter (1/4) of the shares of stock subject to this option on December 6, 2017 (the "Initial Vesting Date"). The options becomes exercisable in respect of the remaining shares in thirty-six (36) equal monthly installments commencing one (1) month after the Initial Vesting Date, provided the Reporting Person continuously provides service to the Issuer through each vesting period.

**Remarks:**

/s/ Kirk Somers, Attorney-in-Fact      08/13/2020

\*\* 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.**