

**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
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1. Name and Address of Reporting Person* <u>Evans David Thomas</u> (Last) (First) (Middle) C/O CARDLYTICS, INC. 675 PONCE DE LEON AVENUE NE, SUITE 6000 (Street) ATLANTA GA 30308 (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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>02/13/2018</u>					
			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 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		3,859	A	(1)	3,859	D	
Common Stock	02/13/2018		p(2)		1,500	A	\$13	5,359	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 Unit	(3)	02/13/2018		M			621	(4)	(4)	Series G' Redeemable Convertible Preferred Stock	621	\$0.00	0	D	
Series G' Redeemable Convertible Preferred Stock	(1)	02/13/2018		M			621	(1)	(1)	Common Stock	621	\$0.00	621	D	
Restricted Stock Unit	(3)	02/13/2018		M			2,045	(4)	(4)	Series G' Redeemable Convertible Preferred Stock	2,045	\$0.00	0	D	
Series G' Redeemable Convertible Preferred Stock	(1)	02/13/2018		M			2,045	(1)	(1)	Common Stock	2,045	\$0.00	2,666	D	
Restricted Stock Unit	(3)	02/13/2018		M			1,193	(4)	(4)	Series G' Redeemable Convertible Preferred Stock	1,193	\$0.00	0	D	
Series G' Redeemable Convertible Preferred Stock	(1)	02/13/2018		M			1,193	(1)	(1)	Common Stock	1,193	\$0.00	3,859	D	
Series G' Redeemable Convertible Preferred Stock	(1)	02/13/2018		C			3,859	(1)	(1)	Common Stock	3,859	\$0.00	0	D	

**Explanation of Responses:**

- Each share of 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.
- Represents shares purchased through the Issuer's directed share program in connection with its initial public offering.
- Each restricted stock unit ("RSU") represents a contingent right to receive one share of the Issuer's Series G' Redeemable Convertible Preferred Stock.
- The RSUs vested upon the completion of the Issuer's initial public offering.

**Remarks:**

/s/ Kirk L. Somers, Attorney-in- Fact 02/15/2018

\*\* 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.**