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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **July 21, 2022**



CARDLYTICS, INC.
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction of
incorporation or organization)
675 Ponce de Leon Avenue NE, Suite 6000

001-38386
(Commission
File Number)
Atlanta Georgia
(Address of principal executive offices, including zip code)

26-3039436
(I.R.S. Employer
Identification No.)
30308

(888) 798-5802
(Registrant's telephone, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Securities Exchange Act of 1934:

Title of each class
Common Stock

Trading symbol
CDLX

Name of each exchange on which registered
The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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 13(a) of the Exchange Act.

ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

On July 21, 2022, Cardlytics, Inc. (the “Company”) entered into a Statement of Work (the “SOW”) with Bank of America, National Association (“Bank of America”), pursuant to which the Company has agreed to continue to provide cash-back offers to Bank of America for the benefit of Bank of America’s customers. The SOW is governed by that certain General Services Agreement by and between the Company and Bank of America dated as of July 7, 2022, which was previously announced on a Form 8-K on July 12, 2022. The SOW is substantially similar to prior arrangements between the Company and Bank of America, and pursuant to the SOW the Company will share revenue that it generates from these cash-back offers within the Bank of America digital channels with Bank of America. The term of the SOW extends through July 31, 2025, and Bank of America may terminate the SOW at any time upon 90 days’ written notice. In the event that Bank of America does not notify the Company of its intent to terminate the SOW at least 90 days prior to the end of the initial SOW term, the SOW will automatically renew upon the conclusion of the initial SOW term on a month-to-month basis.

The foregoing is only a summary of the material terms of the SOW and does not purport to be complete and is qualified in its entirety by reference to the full text of the SOW, which will be filed as an exhibit to the Company’s Quarterly Report on Form 10-Q for the quarter ending June 30, 2022.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Cardlytics, Inc.

Date: July 21, 2022

By: /s/ Andrew Christiansen

Andrew Christiansen

Chief Financial Officer

(Principal Financial and Accounting Officer)