

**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) <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)  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>01/27/2020</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	01/27/2020		M <sup>(1)</sup>		53,757	A	\$20	75,993	D	
Common Stock	01/27/2020		M <sup>(1)</sup>		28,906	A	\$20	104,899	D	
Common Stock	01/27/2020		M <sup>(1)</sup>		25,781	A	\$30.44	130,680	D	
Common Stock	01/27/2020		S <sup>(1)</sup>		29,096	D	\$83.99 <sup>(2)</sup>	101,584	D	
Common Stock	01/27/2020		S <sup>(1)</sup>		30,425	D	\$85.06 <sup>(3)</sup>	71,159	D	
Common Stock	01/27/2020		S <sup>(1)</sup>		24,635	D	\$85.8 <sup>(4)</sup>	46,524	D	
Common Stock	01/27/2020		S <sup>(1)</sup>		9,937	D	\$86.97 <sup>(5)</sup>	36,587	D	
Common Stock	01/27/2020		S <sup>(1)</sup>		5,777	D	\$87.68 <sup>(6)</sup>	30,810	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
Employee Stock Option (Right to Buy)	\$20	01/27/2020		M <sup>(1)</sup>			53,757	(7)	08/02/2026	Common Stock	53,757	\$0	6,250	D	
Employee Stock Option (Right to Buy)	\$20	01/27/2020		M <sup>(1)</sup>			28,906	(8)	12/06/2026	Common Stock	28,906	\$0	8,594	D	
Employee Stock Option (Right to Buy)	\$30.44	01/27/2020		M <sup>(1)</sup>			25,781	(9)	07/07/2027	Common Stock	25,781	\$0	11,719	D	

**Explanation of Responses:**

- These transactions were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 23, 2019.
- The price reported is a weighted average sales price. These shares were sold in multiple transactions at prices ranging from \$83.43 to \$84.42, 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 (2), (3), (4), (5) and (6) to this Form 4.
- The price reported is a weighted average sales price. These shares were sold in multiple transactions at prices ranging from \$84.44 to \$85.43, inclusive.
- The price reported is a weighted average sales price. These shares were sold in multiple transactions at prices ranging from \$85.44 to \$86.40, inclusive.
- The price reported is a weighted average sales price. These shares were sold in multiple transactions at prices ranging from \$86.44 to \$87.43, inclusive.
- The price reported is a weighted average sales price. These shares were sold in multiple transactions at prices ranging from \$87.44 to \$88.11, inclusive.
- This option became exercisable with respect to one quarter (1/4) of the shares of stock subject to this option on June 15, 2017 (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.

8. 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.

9. 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.

**Remarks:**

/s/ Kirk Somers, Attorney-in-Fact      01/28/2020

\*\* 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.

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