
**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): **April 9, 2019**



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

Delaware
(State or other jurisdiction of
incorporation or organization)

001-38386
(Commission
File Number)

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

**675 Ponce de Leon Avenue NE, Suite 6000
Atlanta, GA 30308**

(Address of principal executive offices, including zip code)

(888) 798-5802

(Registrant's telephone number, 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))

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 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS

On April 8, 2019, the board of directors (the “Board”) of Cardlytics, Inc. (the “Company”) appointed Aimée Lopic to serve as a director of the Company. Ms. Lopic will serve as a Class III director whose term will expire at the 2021 annual meeting of stockholders. There is no arrangement or understanding between Ms. Lopic and any other person pursuant to which she was selected as a director of the Company, and there is no family relationship between Ms. Lopic and any of the Company’s other directors or executive officers. The Company is not aware of any transaction involving Ms. Lopic requiring disclosure under Item 404(a) of Regulation S-K. Additional information about Ms. Lopic is set forth below.

Aimée Lopic, age 49, has served as the Chief Marketing Officer of Pandora Media, Inc. since December 2017. From January 2015 to November 2016, Ms. Lopic served as the Chief Marketing Officer for Banana Republic. From 2011 to December 2014, Ms. Lopic served as the Senior Vice President and General Manager of Gap Outlet International responsible for localized and global marketing. Ms. Lopic held numerous positions of increasing responsibility over thirteen years while employed at Gap, Inc. Ms. Lopic also currently serves as a Marketing Advisory Board member of Ridge Ventures, a venture capital firm focused on early-stage consumer Internet and enterprise IT investments. Ms. Lopic holds a B.A. degree in English literature from Princeton University, and a M.B.A. degree from Harvard Business School.

In accordance with the Company’s compensation policy for non-employee directors, upon her commencement of service as a director, Ms. Lopic will be granted 1,996 restricted stock units, which will vest in full on the first anniversary of the grant date, provided that Ms. Lopic is, as of such vesting date, then a director of the Company. Additionally, Ms. Lopic will be entitled to receive a \$30,000 annual retainer for her service as director. At each annual stockholder meeting following which Ms. Lopic’s term as a director continues, Ms. Lopic will be entitled to receive an additional restricted stock unit award with a grant date fair value of \$150,000, which award will vest in full on the first anniversary of such grant date, provided that she is, as of such vesting date, then a director of the Company. Ms. Lopic has also entered into the Company’s standard form of indemnification agreement.

ITEM 7.01 REGULATION FD DISCLOSURE

On April 9, 2019, the Company issued a press release announcing the appointment of Ms. Lopic. A copy of this press release is furnished herewith as Exhibit 99.1 to this Current Report. The information contained in the press release furnished as Exhibit 99.1 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and is not incorporated by reference into any of the Company’s filings under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof, except as shall be expressly set forth by specific reference in any such filing.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

Exhibit	Exhibit Description
99.1	Press release dated April 9, 2019

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: April 9, 2019

By: /s/ David T. Evans

David T. Evans

Chief Financial Officer

(Principal Financial and Accounting Officer)

Cardlytics Appoints Pandora Chief Marketing Officer to Board of Directors

ATLANTA, GA - Apr. 9, 2019 - Cardlytics (NASDAQ: CDLX), a purchase intelligence platform that helps make marketing more relevant and measurable, today announced the appointment of Pandora's Chief Marketing Officer, Aimée Lopic, to its Board of Directors.

Recognized by Forbes as one of "The World's Most Influential CMOs" last year, Lopic is a long-time marketing industry veteran who has helped major brands drive revenue through innovative digital media strategies. Currently, as Pandora's Chief Marketing Officer, Lopic oversees the consumer brand strategy, market positioning, and public relations and marketing communications for the Pandora brand, which is a subsidiary of Sirius XM Holdings Inc.

Prior to joining Pandora, Lopic served as the Senior Vice President/Global Chief Marketing Officer for Banana Republic, as well as the General Manager of BananaRepublic.com, where she was responsible for global P&L accountability for ecommerce and oversaw the creative and marketing teams across the \$2.8 billion business. Previously, Lopic held numerous positions across Gap, Inc., including Senior Vice President and General Manager of Gap Outlet International, where she drove 20 consecutive quarters of growth. Lopic currently serves as a Marketing Advisory Board member of Ridge Ventures. She holds a B.A. in English Literature from Princeton University and an M.B.A. from Harvard Business School.

"For two decades, Aimée has been helping world-class organizations develop and execute successful brand marketing campaigns across multiple channels," said Scott Grimes, CEO and co-founder of Cardlytics. "Her perspective will be invaluable to Cardlytics as we continue to expand our product offering and global presence to create value for our marketing clients, bank partners, and shareholders."

About Cardlytics

Cardlytics (NASDAQ: CDLX) uses purchase intelligence to make marketing more relevant and measurable. We partner with financial institutions to run their banking rewards programs that promote customer loyalty and deepen banking relationships. In turn, we have a secure view into where and when consumers are spending their money. We use these insights to help marketers identify, reach and influence likely buyers at scale, as well as measure the true sales impact of marketing campaigns. Headquartered in Atlanta, Cardlytics has offices in London, New York, San Francisco, and Visakhapatnam. Learn more at www.cardlytics.com.

Media Contact: Alex Wittner - (646) 277-1218; CardlyticsPR@icrinc.com