

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* <u>Canaan VIII LP</u> (Last) (First) (Middle) <u>C/O CANAAN PARTNERS</u> <u>285 RIVERSIDE AVENUE, SUITE 250</u> (Street) <u>WESTPORT CT 06880</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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/12/2019</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	08/12/2019		s		84,185	D	\$31.7986 ⁽¹⁾	103,498	D ⁽²⁾	
Common Stock	08/12/2019		s		2,600	D	\$33.105 ⁽³⁾	100,898	D ⁽²⁾	
Common Stock	08/12/2019		s		100,898	D	\$31.9986 ⁽⁴⁾	0	D ⁽²⁾	

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)		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)					

1. Name and Address of Reporting Person*
Canaan VIII LP
 (Last) (First) (Middle)
C/O CANAAN PARTNERS
285 RIVERSIDE AVENUE, SUITE 250
 (Street)
WESTPORT CT 06880
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Canaan Partners VIII LLC
 (Last) (First) (Middle)
C/O CANAAN PARTNERS
285 RIVERSIDE AVENUE, SUITE 250
 (Street)
WESTPORT CT 06880
 (City) (State) (Zip)

Explanation of Responses:

1. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$31.75 - \$32.185, inclusive. The reporting persons undertake 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 range set forth in this footnote.

2. The shares are held directly by Canaan VIII L.P. (the "Canaan Fund"). Canaan Partners VIII LLC ("Canaan VIII") is the sole general partner of the Canaan Fund, and may be deemed to have sole voting, investment and dispositive power with respect to the shares held by the Canaan Fund. John Balen is a manager and member of Canaan VIII. Investment and voting decisions with respect to the shares held by the Canaan Fund are made by the managers of Canaan VIII, collectively. Canaan VIII disclaims Section 16 beneficial ownership of the shares held by the Canaan Fund, except to the extent, if any, of its pecuniary interest therein.

3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$33.00 - \$33.21, inclusive. The reporting persons undertake 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 range set forth in this footnote.

4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$31.75 - \$32.50, inclusive. The reporting persons undertake 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 range set forth in this footnote.

Remarks:

Exhibit 24 - Power of Attorney (incorporated by reference to the Power of Attorney filed as Exhibit 24 to the Form 4 filed by the Reporting Persons on August 9, 2018)

[Canaan VIII L.P., By: Canaan Partners VIII LLC, its general partner, By: /s/ Nancy Levenson, Attorney-in-Fact](#) [08/13/2019](#)
[Canaan Partners VIII LLC, By: /s/ Nancy Levenson, Attorney-in-Fact](#) [08/13/2019](#)

** 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.