FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington D.C. 20549

Washington,	D.C.	20549	

Check this box if no longer subject to Section 16. Form 4 or Form 5	STATEMEN
obligations may continue. See	
Instruction 1(b).	Filed

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

	OMB APPROVAL								
	OMB Number: 3235-028								
	Estimated average burden								
1	hours per response:	0.5							

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person* Evans David Thomas						2. Issuer Name and Ticker or Trading Symbol Cardlytics, Inc. [CDLX]									all appli Directo	o of Reporting Pe licable) tor er (give title		rson(s) to Iss 10% Ov Other (s	vner	
	RDLYTICS	, INC.	(Middle)			3. Date of Earliest Transaction (Month/Day/Year) 05/20/2020								X Officer (give file Officer Specify below) Chief Administrative Officer						
675 PON	4 1	If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable									
(Street)					- "	4. II Amendment, Date of Original Flied (Month/Day/Year)								Line)						
ATLANTA GA 30308														X Form filed by One Reporting Person Form filed by More than One Reporting						
(City)	(S	tate)	(Zip)		-										Perso					
		Tabl	le I - N	on-Deriv	ative	Sec	uritie	es Ac	quirec	d, Di	sposed (of, or Be	neficia	ally O	wne	d				
Date			2. Transac Date (Month/Da		Exed if an	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 at			nd 5) Securit Benefic Owned		es ially Following	Forn (D) o	n: Direct or Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership		
									Code	v	Amount	(A) or (D)	Price	Reporte Transac (Instr. 3		tion(s)			(Instr. 4)	
Common Stock 05/20/			2020)20		М		355	A	\$0		7,2	203(1)		D					
Common Stock 05/21/2			2020)20		S ⁽²⁾		150	D	\$67.77	12 7,		,053		D					
		Т	able II						,		posed of converti	,		•	vned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execution Date, Transaction of			vative irities ired r osed) r. 3, 4	6. Date Exercisable and Expiration Date (Month/Day/Year) 7. Title and Amount of Securities Underlying Derivative Se (Instr. 3 and 4)				of S g e Security	8. Price of Derivativ Security (Instr. 5)		9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	i S Illy	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)			
					Code	v	(A)	(D)	Date Exercisa	able	Expiration Date	Title	Amount or Number of Shares							
Restricted Stock Units	(3)	05/20/2020			A		355		(4)		(4)	Common Stock	355	;	\$0	355		D		
Restricted Stock	(3)	05/20/2020			М			355	(4)		(4)	Common	355		\$0	0		D		

Explanation of Responses:

- $1.\ Includes\ 256\ shares\ of\ Common\ Stock\ acquired\ under\ the\ Issuer's\ Employee\ Stock\ Purchase\ Plan.$
- 2. Shares sold to satisfy withholding tax obligations upon the delivery of shares of common stock for RSUs granted on May 20, 2020.
- 3. Each restricted stock unit ("RSU") represents a contingent right to receive one share of common stock of the Issuer, or at the election of the Issuer, its cash equivalent.
- 4. The RSUs are immediately vested.

Remarks:

/s/ Kirk Somers, Attorney-in-

<u>Fact</u>

** Signature of Reporting Person

Date

05/22/2020

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.