SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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[*] Evans David Thomas (Last) (First) (Middle) C/O CARDLYTICS, INC. 675 PONCE DE LEON AVENUE NE, SUITE 6000 (Street) ATLANTA GA 30308 (City) (State) (Zip)	2. Issuer Name **and** Ticker or Trading Symbol Cardlytics, Inc. [CDLX] 3. Date of Earliest Transaction (Month/Day/Year) 05/20/2020 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) **Chief Administrative Officer** 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person 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	05/20/2020		M		355	A	$0	7,203[(1)]	D	
Common Stock	05/21/2020		S[(2)]		150	D	$67.7712	7,053	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	Amount or Number of Shares				
Restricted Stock Units	[(3)]	05/20/2020		A		355		[(4)]	[(4)]	Common Stock	355	$0	355	D	
Restricted Stock Units	[(3)]	05/20/2020		M			355	[(4)]	[(4)]	Common Stock	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-Fact   05/22/2020

** Signature of Reporting Person Date