

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13G

Under the Securities Exchange Act of 1934

**Cardlytics, Inc.
(Amendment No. 1)***

(Name of Issuer)

Common Stock

(Title of Class of Securities)

14161W105

(CUSIP Number)

October 4, 2019

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	NAME OF REPORTING PERSONS CAS Investment Partners, LLC	
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) EIN: 46-0901365	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING 2,490,393
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 2,490,393
	8	SHARED DISPOSITIVE POWER 0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,490,393	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 10.1% (1)(2)	
12	TYPE OF REPORTING PERSON IA	

- (1) As of October 4, 2019, Sosin Partners, L.P. (the "Fund") and CSWR Partners, L.P. owned an aggregate of 2,490,393 shares of Common Stock of the Issuer. Clifford Sosin is the Managing Member of CAS Investment Partners, LLC, and CAS Investment Partners, LLC is the investment manager of CSWR Partners, L.P and of the Fund, in which such shares referred to above are held. As a result, CAS Investment Partners, LLC and Clifford Sosin possess the power to vote and dispose or direct the disposition of all the shares owned by the Fund and CSWR Partners, L.P. Thus, CAS Investment Partners, LLC and Clifford Sosin may be deemed to beneficially own a total of 2,490,393 shares.
- (2) Based on a total of 24,731,841 shares outstanding as of September 11, 2019, as set forth in the Issuer's most recent Form 424B5, filed September 11, 2019.

1	NAME OF REPORTING PERSONS Sosin Partners, L.P.	
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) EIN: 46-0970829	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING 2,490,393
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 2,490,393
	8	SHARED DISPOSITIVE POWER 0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,490,393	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 10.1% (1)(2)	
12	TYPE OF REPORTING PERSON PN	

- (1) As of October 4, 2019, Sosin Partners, L.P. (the "Fund") and CSWR Partners, L.P. owned an aggregate of 2,490,393 shares of Common Stock of the Issuer. Clifford Sosin is the Managing Member of CAS Investment Partners, LLC, and CAS Investment Partners, LLC is the investment manager of CSWR Partners, L.P and of the Fund, in which such shares referred to above are held. As a result, CAS Investment Partners, LLC and Clifford Sosin possess the power to vote and dispose or direct the disposition of all the shares owned by the Fund and CSWR Partners, L.P. Thus, CAS Investment Partners, LLC and Clifford Sosin may be deemed to beneficially own a total of 2,490,393 shares.
- (2) Based on a total of 24,731,841 shares outstanding as of September 11, 2019, as set forth in the Issuer's most recent Form 424B5, filed September 11, 2019.

1	NAME OF REPORTING PERSONS CSWR Partners, L.P.	
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) EIN: 83-3990390	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING 2,490,393
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 2,490,393
	8	SHARED DISPOSITIVE POWER 0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,490,393	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 10.1% (1)(2)	
12	TYPE OF REPORTING PERSON PN	

- (1) As of October 4, 2019, Sosin Partners, L.P. (the "Fund") and CSWR Partners, L.P. owned an aggregate of 2,490,393 shares of Common Stock of the Issuer. Clifford Sosin is the Managing Member of CAS Investment Partners, LLC, and CAS Investment Partners, LLC is the investment manager of CSWR Partners, L.P and of the Fund, in which such shares referred to above are held. As a result, CAS Investment Partners, LLC and Clifford Sosin possess the power to vote and dispose or direct the disposition of all the shares owned by the Fund and CSWR Partners, L.P. Thus, CAS Investment Partners, LLC and Clifford Sosin may be deemed to beneficially own a total of 2,490,393 shares.
- (2) Based on a total of 24,731,841 shares outstanding as of September 11, 2019, as set forth in the Issuer's most recent Form 424B5, filed September 11, 2019.

1	NAME OF REPORTING PERSONS Clifford Sosin	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING 2,490,393
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12	TYPE OF REPORTING PERSON IN	

- (1) As of October 4, 2019, Sosin Partners, L.P. (the "Fund") and CSWR Partners, L.P. owned an aggregate of 2,490,393 shares of Common Stock of the Issuer. Clifford Sosin is the Managing Member of CAS Investment Partners, LLC, and CAS Investment Partners, LLC is the investment manager of CSWR Partners, L.P and of the Fund, in which such shares referred to above are held. As a result, CAS Investment Partners, LLC and Clifford Sosin possess the power to vote and dispose or direct the disposition of all the shares owned by the Fund and CSWR Partners, L.P. Thus, CAS Investment Partners, LLC and Clifford Sosin may be deemed to beneficially own a total of 2,490,393 shares.
- (2) Based on a total of 24,731,841 shares outstanding as of September 11, 2019, as set forth in the Issuer's most recent Form 424B5, filed September 11, 2019.

CUSIP No. 14161W105

- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
- (k) A group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

- (a) **Amount beneficially owned:** See Item 9 on the cover page(s) hereto.
- (b) **Percent of class:** See Item 11 on the cover page(s) hereto.
- (c) **Number of shares as to which such person has:**
 - (i) **Sole power to vote or to direct the vote:** See Item 5 on the cover page(s) hereto.
 - (ii) **Shared power to vote or to direct the vote:** See Item 6 on the cover page(s) hereto.
 - (iii) **Sole power to dispose or to direct the disposition of:** See Item 7 on the cover page(s) hereto.
 - (iv) **Shared power to dispose or to direct the disposition of:** See Item 8 on the cover page(s) hereto.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable

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Item 8. Identification and Classification of Members of the Group.

Not applicable

Item 9. Notice of Dissolution of Group.

Not applicable

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect other than activities solely in connection with a nomination under § 240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: October 15, 2019

CAS INVESTMENT PARTNERS, LLC

By: /s/ Clifford Sosin
Name: Clifford Sosin
Title: Managing Member

SOSIN PARTNERS, L.P.

By: Sosin, LLC
its General Partner

Name: /s/ Clifford Sosin
Clifford Sosin
Title: Managing Member of CAS Investment Partners LLC, Investment
Adviser of Sosin Partners, L.P.

CSWR PARTNERS, L.P.

By: Sosin, LLC
its General Partner

Name: /s/ Clifford Sosin
Clifford Sosin
Title: Managing Member of CAS Investment Partners LLC, Investment
Adviser of CSWR Partners, L.P.

CLIFFORD SOSIN

By: /s/ Clifford Sosin
Name: Clifford Sosin

EXHIBIT INDEX

Exhibit	Description of Exhibit
99.1	Joint Filing Agreement (filed herewith).

JOINT FILING AGREEMENT

October 15, 2019

Pursuant to and in accordance with the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules and regulations thereunder, each party hereto hereby agrees to the joint filing, on behalf of each of them, of any filing required by such party under Section 13 or Section 16 of the Exchange Act or any rule or regulation thereunder (including any amendment, restatement, supplement, and/or exhibit thereto) with the Securities and Exchange Commission (and, if such security is registered on a national securities exchange, also with the exchange), and further agrees to the filing, furnishing, and/or incorporation by reference of this Joint Filing Agreement as an exhibit thereto. This Joint Filing Agreement shall remain in full force and effect until revoked by any party hereto in a signed writing provided to each other party hereto, and then only with respect to such revoking party.

IN WITNESS WHEREOF, each party hereto, being duly authorized, has caused this Joint Filing Agreement to be executed and effective as of the date first written above.

Date: October 15, 2019

CAS INVESTMENT PARTNERS, LLC

By: /s/ Clifford Sosin
 Name: Clifford Sosin
 Title: Managing Member

SOSIN PARTNERS, L.P.

By: Sosin, LLC
 its General Partner

/s/ Clifford Sosin
 Name: Clifford Sosin
 Title: Managing Member of CAS Investment Partners LLC, Investment
 Adviser of Sosin Partners, L.P.

CSWR PARTNERS, L.P.

By: Sosin, LLC
 its General Partner

/s/ Clifford Sosin
 Name: Clifford Sosin
 Title: Managing Member of CAS Investment Partners LLC, Investment
 Adviser of CSWR Partners, L.P.

CLIFFORD SOSIN

By: /s/ Clifford Sosin
 Name: Clifford Sosin
