

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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>Christiansen Andrew</u>  (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 <u>Cardlytics, Inc. [ CDLX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Financial Officer
	3. Date of Earliest Transaction (Month/Day/Year) 06/09/2022	
	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	06/09/2022		M		1,875 <sup>(1)</sup>	A	\$0	21,138	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
Performance Stock Unit	(2)	06/09/2022		M			1,875	(3)	(3)	Common Stock	1,875	\$0	1,875	D	
Restricted Stock Units	(4)	07/18/2022		A		30,147		(5)	(5)	Common Stock	30,147	\$0	30,147	D	

**Explanation of Responses:**

- Represents the underlying vested shares of common stock of the Issuer which have not been delivered.
- Each performance stock unit ("PSU") represents a contingent right to receive one share of the Issuer's Common Stock.
- On December 9, 2021 the Compensation Committee of the Issuer's Board of Directors certified that a target minimum growth rate in adjusted contribution was achieved (the "Certification") resulting in the award of the tranche of the PSU grant related to achieving the adjusted contribution growth target ("adjusted contribution growth tranche"). Fifty percent (50%) of the shares subject to the adjusted contribution growth tranche of the awarded PSU vested upon the Certification, twenty-five percent (25%) of the shares subject to the adjusted contribution growth tranche of the awarded PSU vested 6 months after the Certification, and twenty-five percent (25%) of the shares subject to the adjusted contribution growth tranche of the awarded PSU will vest 12 months after the Certification, subject to continued service to the Issuer.
- 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.
- The RSUs shall vest in full on the anniversary of the date of grant, provided that the Reporting Person remains employed by the Issuer on such vesting date.

**Remarks:**

/s/ Jason Minio, Attorney-in-Fact 07/20/2022

\*\* 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.

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