

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

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

1. Name and Address of Reporting Person* <u>Grimes Scott D.</u>			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)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>10/04/2021</u>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person	
C/O CARDLYTICS, INC. 675 PONCE DE LEON AVENUE NE, SUITE 6000			4. If Amendment, Date of Original Filed (Month/Day/Year)			
(Street) ATLANTA GA 30308						
(City) (State) (Zip)						

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	10/04/2021		S ⁽¹⁾		804	D	\$78.98 ⁽²⁾	64,308	I	See Footnote ⁽³⁾
Common Stock	10/04/2021		S ⁽¹⁾		501	D	\$80 ⁽⁴⁾	63,807	I	See Footnote ⁽³⁾
Common Stock	10/04/2021		S ⁽¹⁾		138	D	\$81.12 ⁽⁵⁾	63,669	I	See Footnote ⁽³⁾
Common Stock	10/04/2021		S ⁽¹⁾		557	D	\$82.04 ⁽⁶⁾	63,112	I	See Footnote ⁽³⁾
Common Stock	10/06/2021		M		39,375 ⁽⁷⁾	A	⁽⁸⁾	265,049	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	⁽⁸⁾	10/06/2021		A		78,750		⁽⁹⁾	⁽⁹⁾	Common Stock	78,750	\$0	78,750	D	
Performance Stock Unit	⁽⁸⁾	10/06/2021		M		39,375		⁽⁹⁾	⁽⁹⁾	Common Stock	39,375	\$0	39,375	D	

Explanation of Responses:

- These sales were effected pursuant to a Rule 10b5-1 trading plan adopted by the trustee of the 2013 Scott Grimes GRAT UAD (the "GRAT") on November 15, 2019, as amended March 12, 2020.
- The price reported is a weighted average sales price. These shares were sold in multiple transactions at prices ranging from \$78.58 to \$79.57, inclusive. The Reporting Person undertakes 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 ranges set forth in footnotes (2), (4), (5) and (6) to this Form 4.
- The reportable securities are held by the GRAT.
- The price reported is a weighted average sales price. These shares were sold in multiple transactions at prices ranging from \$79.58 to \$80.52, inclusive.
- The price reported is a weighted average sales price. These shares were sold in multiple transactions at prices ranging from \$80.61 to \$81.52, inclusive.
- The price reported is a weighted average sales price. These shares were sold in multiple transactions at prices ranging from \$81.65 to \$82.53, inclusive.
- 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 October 6, 2021 the Compensation Committee of the Issuer's Board of Directors certified that a target minimum number of advertisers with a specified billings threshold over a trailing 12-month period was achieved (the "Certification") resulting in the award of the tranche of the PSU grant related to achieving the advertiser count target ("advertiser tranche"). Fifty percent (50%) of the shares subject to the advertiser tranche of the awarded PSU vested upon the Certification, twenty-five percent (25%) of the shares subject to the advertiser tranche of the awarded PSU will vest 6 months after the Certification, and twenty-five percent (25%) of the shares subject to the advertiser tranche of the awarded PSU will vest 12 months after the Certification, subject to continued service to the Issuer.

Remarks:

/s/ Kirk Somers, Attorney-in-Fact 10/06/2021

** 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.