

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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).

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 * SOMERS KIRK (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]	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 Legal & Privacy Officer
	3. Date of Earliest Transaction (Month/Day/Year) 12/16/2019	
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	12/16/2019		M		777	A	\$9.08	84,070	D	
Common Stock	12/16/2019		M		261	A	\$20	84,331	D	
Common Stock	12/16/2019		M		10,000	A	\$30.44	94,331	D	
Common Stock	12/16/2019		S		11,038	D	\$58	83,293	D	
Common Stock	12/17/2019		G		200	D	\$0 ⁽¹⁾	83,093	D	
Common Stock	12/17/2019		G		200	D	\$0 ⁽¹⁾	82,893	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
Employee Stock Option (Right to Buy)	\$9.08	12/16/2019		M		777		(2)	08/01/2024	Common Stock	777	\$0	0	D	
Employee Stock Option (Right to Buy)	\$20	12/16/2019		M		261		(3)	12/06/2026	Common Stock	261	\$0	3,125	D	
Employee Stock Option (Right to Buy)	\$30.44	12/16/2019		M		10,000		(4)	07/07/2027	Common Stock	10,000	\$0	12,500	D	

Explanation of Responses:

- 1. Shares transferred by the Reporting Person as a bona fide gift without consideration.
- 2. Fully vested.

3. This option became exercisable with respect to one quarter (1/4) of the shares of stock subject to this option on December 6, 2017 (the "Initial Vesting Date"). The option becomes exercisable in respect of the remaining shares in thirty-six (36) equal monthly installments commencing one (1) month after the Initial Vesting Date, provided the Reporting Person continuously provides service to the Issuer through each vesting period.

4. This option became exercisable with respect to one quarter (1/4) of the shares of stock subject to this option on April 1, 2018 (the "Initial Vesting Date"). The option becomes exercisable in respect of the remaining shares in thirty-six (36) equal monthly installments commencing one (1) month after the Initial Vesting Date, provided the Reporting Person continuously provides service to the Issuer through each vesting period.

Remarks:

/s/ Kirk L. Somers

12/18/2019

** 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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