UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 10, 2021



(Exact Name of Registrant as Specified in its Charter)

Delaware (State or other jurisdiction of incorporation or organization)

675 Ponce de Leon Avenue NE, Suite 6000

001-38386 (Commission File Number)

Atlanta Georgia ve offices, including zip code) (Address of principal execut (888) 798-5802 (Regis uding area code) rant's t

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

- П Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Securities Exchange Act of 1934:

Title of each class Common Stock

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Trading symbol CDLX

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. \Box

26-3039436 (I.R.S. Employer Identification No.) 30308

Name of each exchange on which registered The Nasdaq Stock Market LLC

ITEM 7.01 REGULATION FD DISCLOSURE

On June 10, 2021, Cardlytics, Inc. (the "Company") hosted a virtual Investor Day event, where members of the Company's senior management presented to attendees regarding the Company's business and long-term strategy. A copy of the materials used during the presentation is furnished as Exhibit 99.1 to this Current Report. The event can be accessed on June 10, 2021 through a live webcast, which will be available on the Company's investor relations website at https://ir.cardlytics.com. A replay will also be archived on this website.

The information set forth in this Item 7.01, including the presentation slides attached hereto as Exhibit 99.1, is being furnished pursuant to Item 7.01 and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that Section, and it shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or under the Exchange Act, whether made before or after the date hereof, except as expressly provided by specific reference in such a filing.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

 Exhibit
 Exhibit Description

 99.1
 Cardlytics, Inc. Investor Day Presentation dated June 10, 2021

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Cardlytics, Inc.

Date: June 10, 2021

By: /s/ Andrew Christiansen Andrew Christiansen Chief Financial Officer (Principal Financial and Accounting Officer)



Disclaimer

This presentation includes forward-looking statements. All statements contained in this presentation other than statements of historical facts, including statements regarding ctations about future financial performance or results of Cardlytics, Inc. ("Cardlytics," "we," "us," or "our) including future innovation and growth, including diversifying demand and supply and expanding internationally, future enhancements to user experiences, evolutions in the platform, the potential benefits of our recent acquisitions, achievement of long-range goals, and growth in MAUs and ARPU are forward looking statements. The words "anticipate," believe," "continue," "estimate," "intend," "may," "will" and similar expressions are intended to identify forward-looking statements. The future events and trends discussed in this presentation may not occur and actual results could differ materially and adversely from those anticipated or implied in the forward-looking statements. Forward-looking statements are subject to a number of risks and uncertainties, many of which involve factors or circumstances that are beyond our control. Our actual results could differ materially from those stated or implied in forwardlooking statements due to a number of factors, including but not limited to: risks related to the uncertain impacts that COVID-19 may have on our business, financial condition, and results of operations; unfavorable conditions in the global economy and the industries that we serve; our guarterly operating results have fluctuated and may continue to vary from period to period; our ability sustain our revenue and bilings growth; risks related to the integration of Dosh and Bridg; the timing and success of the phased launch of the Cardlytics platform by U.S. Bank; risks related to our substantial dependence on our Cardlytics platform product; risks related to our substantial dependence on JPMorgan Chase Bank, National Association ("Chase"). Bank of America, National Association ("Bank of America") and a limited number of other financial institution ("FI") partners; risks related to our ability to maintain relationships with Chase, Wells Fargo and Bank of America; the amount and timing of budgets by marketers, which are affected by budget cycles, economic conditions and other factors; our ability to generate sufficient revenue to offset contractual commitments to FIs; our ability to attract new partners, which include FI partners, and maintain relationships with bank processors and digital banking providers; our ability to maintain relationships with marketers; our ability to adapt to changing market conditions, including our ability to adapt to changes in consumer habits, negotiate fee arrangements with new and existing partners and retailers, and develop and launch new products, interfaces, services and features; our ability to successfully compete in the open-banking market, including with our initiatives related to Nectar Connect; and other risks detailed in the "Risk Factors" section of our Form 10-Q filed with the Securities and Exchange Commission on May 4, 2021. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance, achie nents or events and circumstances reflected in the forward-looking statements will occur. We are under no duty to update any of these forward-looking statements after the date of this presentation to conform these statements to actual results or revised expectations, except as required by law

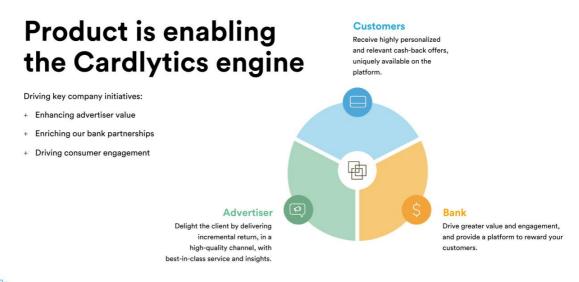
Cardlytics strategy

Build our presence as a leading digital marketing platform that creates measurable impact for all

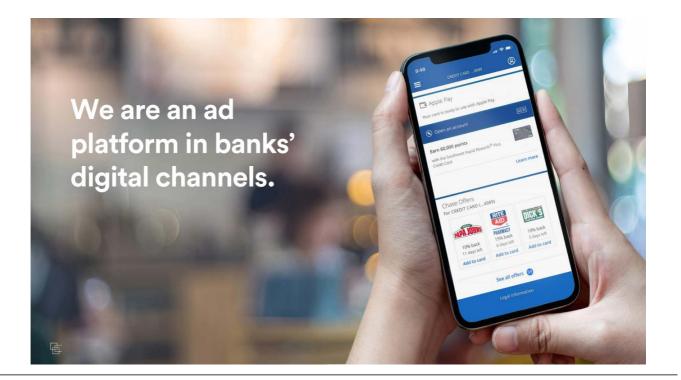
Cultivate and expand our partnerships and user base to drive engagement and savings	 Drive engagement with existing MAUs to keep partners happy Launch new MAUs with focus on profitability and engagement to demonstrate more operating leverage Upgrade all partners to the new user experience to help users save more \$\$ 				
Grow ARPUs by expanding advertiser reach and capabilities	 Expand services to meet the needs of agencies and SMBs Deploy enhanced offer constructs to increase advertiser products and grow budgets Develop and optimize pricing to grow budgets and increase operating leverage 				
Expand and protect our moat to maintain market leadership	 Reduce key FI revenue concentration to reduce risk Capitalize on proprietary data network effects to develop new offerings Leverage Open Banking to drive non-bank MAU growth 				

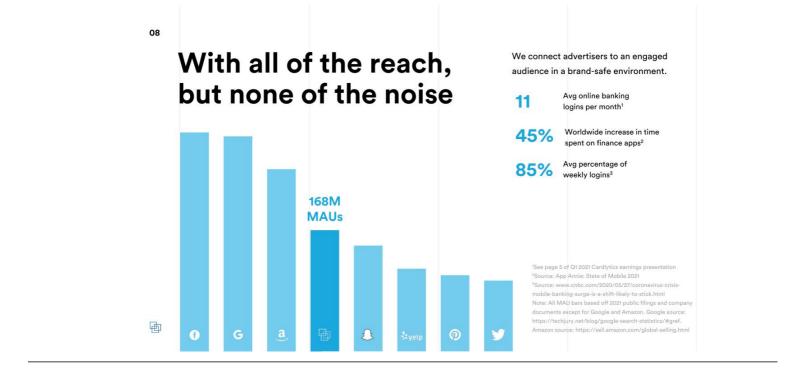
Το	oics for today
01	Product and Strategy
02	Revenue and Customer Success
03	Financial Partnerships
04	International Business
05	The Bridg Platform





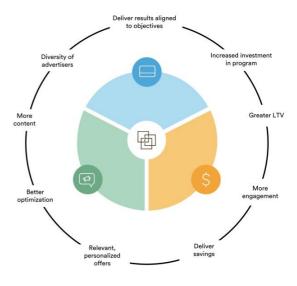
Ð





Our ecosystem benefits all parties

Maximizing value and delivering results for consumers, advertisers, and banks.



To unlock growth, we put the needs of our customers first

Through simplifying their experiences and removing friction, we future-proof our platform.



The Product team

Product Management



Joe Ranzenbach VP, Data Product Previously: Integral Ad Science, PlacelQ



Vaishali Rao VP, Bank Product Previously: Visa, PwC





Joy Ho VP, Product Strategy Previously: Pinterest, Facebook



Allison Rosen Product Strategist Previously: Upside Business Travel Solutions, AmEx



.

Product Marketplace & Optimization

Prajit Prakash

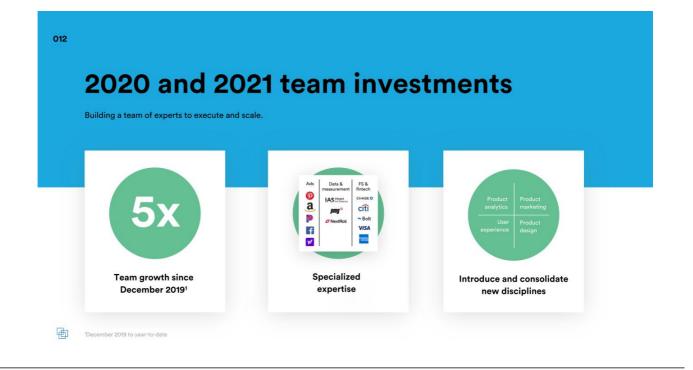
VP, Pricing & Optimization Previously: Facebook, Amazon



Aubrey Johnson VP, UX & Design Previously: Dosh, Science Inc., Color, Twilio

ー

011



Ensure consumers, advertisers, and bank partners gain daily value through Cardlytics products.

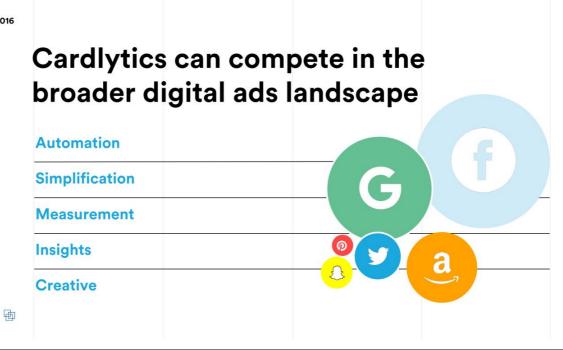
뱹

The Cardlytics Purchase Graph

An intelligent and dynamic map of where shoppers and merchants meet, powered by transaction data



The advertiser experience



Introducing Cardlytics Ad Manager

Key features:

- + Streamlined campaign creation & management, mirroring industry norms
- + Standardized targeting options to align with marketing objectives
- + Dynamic, machine-learned ad serving, powered by the CDLX Purchase Graph
- + Customizable and accessible campaign reporting



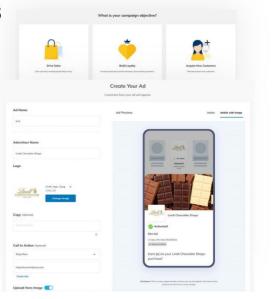
囤



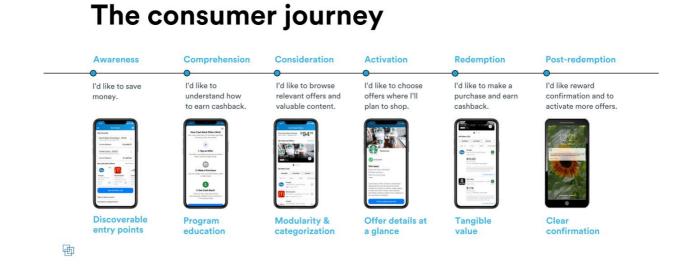
Introducing Cardlytics Ad Manager

 Paving a path to managed self-service and fully selfservice (SMBs)

- + Reducing time to market and time to revenue
- + Providing direct access for scaled agency partners
- + Localization for global markets
- + Flexibility to accommodate future features (new ad formats, offer constructs pricing models, etc.)

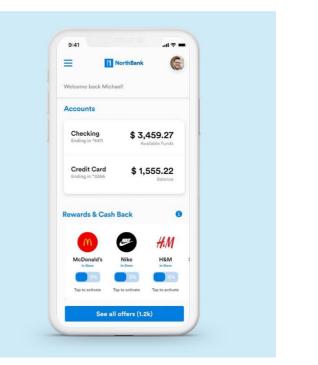


The consumer experience





Cardlytics customer experience demo



Preliminary US Bank results are promising

Best-in-class features adopted by US Bank at launch show strong initial performance compared to other bank launches

- 1 in 2 Consumers activated an offer in their first two weeks from the Rewards Hub, in the same session¹
- + Visits to Rewards Hub increased by +50%²
- + Activation Rates up +49%²
- Premium Imagery drove 5X Visits to Website on average³

¹Same sessions equates to a single 15-minute time period ¹Compared to other recent launches ²Compared to standard offer layouts All data is a comparison from first two weeks of USBank launch (March 13, 2021 to March 27, 2021) and first two weeks of prior major bank launch (July 22, 2020 to August 5, 2020)





These strategic investments enable these core growth vectors

Diversify demand

Get more content by

bringing on: + More, diverse advertisers

- + Ad agencies
- + More content providers
- + Partner-funded offers

囤

10

Diversify supply

Get more publishers onboard:

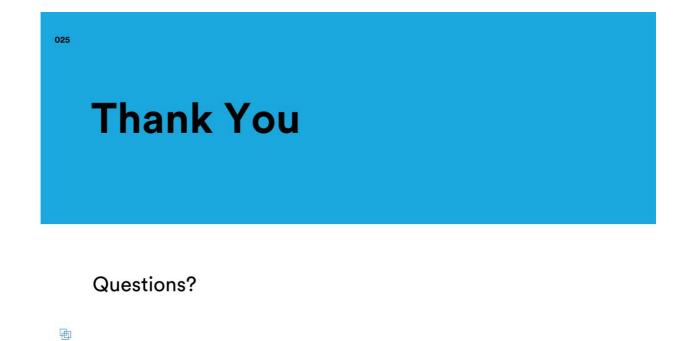
- + Traditional FI partnerships
- + Neobank partnerships
- + Loyalty program

partnerships

Expand global footprint

Lay the foundation for globalization:

- + Easy localization for other geographies
- Leverage open banking across new markets
- Partner with global rewards and loyalty programs



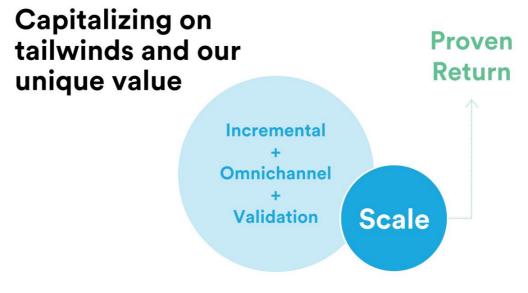


Key focus:

Monetizing today, positioning for future growth



Customers



029

ー

Restructured and leveled-up our team with key hires

Sales Leadership

Enterprise, emerging and client success

Jared Luskin



Head of Channel Partnerships Previously: eBay, PayPal



Strategy, Operations & Readiness

Creat Peter Davies SVP, Sales Strategy Previously: Rokt, Darkstore, Adconion, MediaMath, MSN



Emily Flowers VP, Sales Readiness Previously: Google



Ben Redfield

Senior Director, Revenue Marketing Previously: SBI, Solarwinds

Analytics & Operations

Team of consultative strategists to drive solutions Warren Hearnes



SVP, Analytics and Data Science Previously: Home Depot, UPS, Lucent Technologies

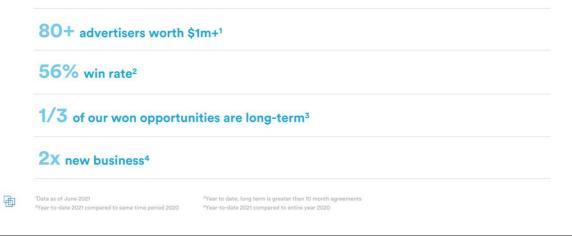


Andy Thorson VP, Operations Previously: ShowTime, TG Madison, and Ross Media

Building the right machine in support



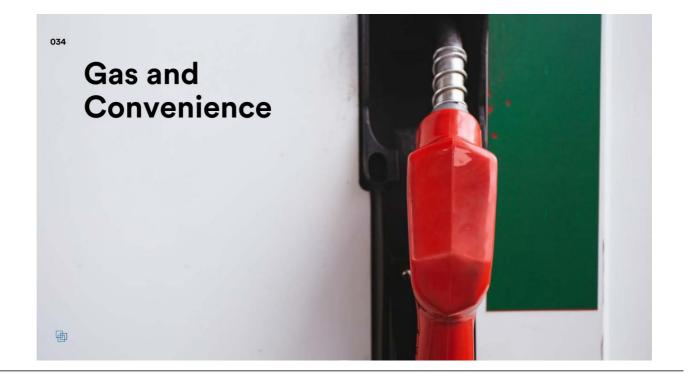
Leading indicators show we are on the right track

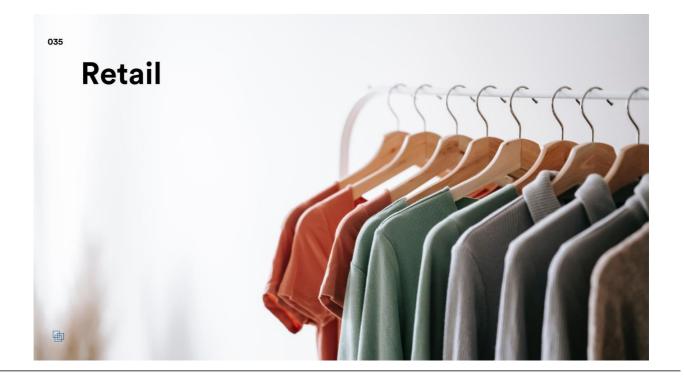


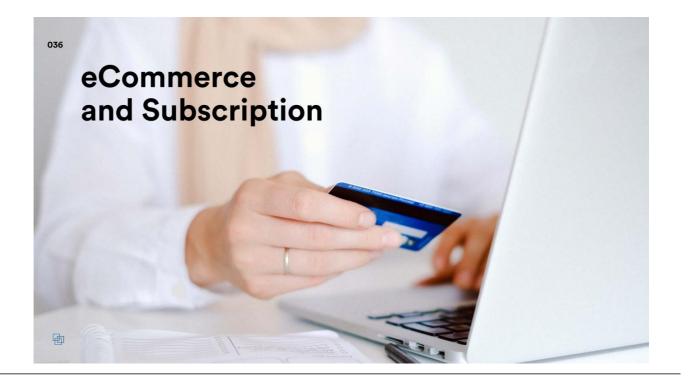
032	Core and segments	Emerging		We serve three groups of advertisers: Enterprise, Agency and Commercial.	
	Enterprise & Mid-Ma Core High Touch	arket	Agency	Commercial	
鱼	High Houch			Self-Service	

	Retail – Big Box	Retail – Specialty	Restaurant	Travel & Entertainment	Grocery & Convenience	eCommerce & Subscription
	Lowes Walmart 🔆 BIG LOTS! Walgreens	COLE HAAN Denter JCPenney Pack		MARRIOUT BONVOY Maska AIRLINES UNITED AIRLINES	Amazon fresh Kroger (HEEB) SAFEWAY	AT&T
-	KOHĽS ★macyis	Microsoft DSW	Wendys		Publix Chevron	Ŧ Mobile ly R
Agency		petco <u>s</u>	SONIC			verizon⁄ eb

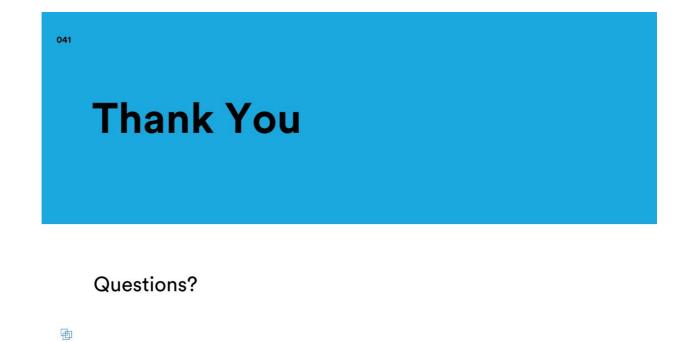
Focus by industry and advertiser





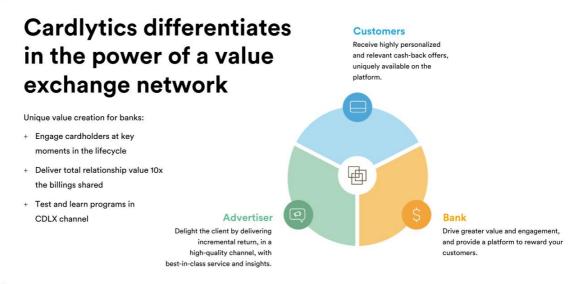












Restructured and leveled-up our team with key hires

Bank Partnerships

ers and sales team Senior relationship ma Sean Welsh

SVP, Bank Partnerships Previously: Epsilon and Zeta

VP, Bank Partnerships Previously: Maritz and AmEx

Rob Pacheco

Diron French VP, Bank Partnerships Previously: Epsilon

Solutions & Insights

Team of consultative strategists to drive solutions

-Randy Rodriguez SVP, Bank Solutions & Insights Previously: Synchrony and Fjord



Allie Ferguson VP, Bank Solutions Previously: Accenture, Merkle and Visa



Lauren Elias Senior Director, Bank Solutions Previously: Accenture and KPMG

Success & Services

Seasoned CDLX leader to drive client success and day to day support



Megan McKean SVP, Bank Success & Services Previously: MSL and Cardlytics

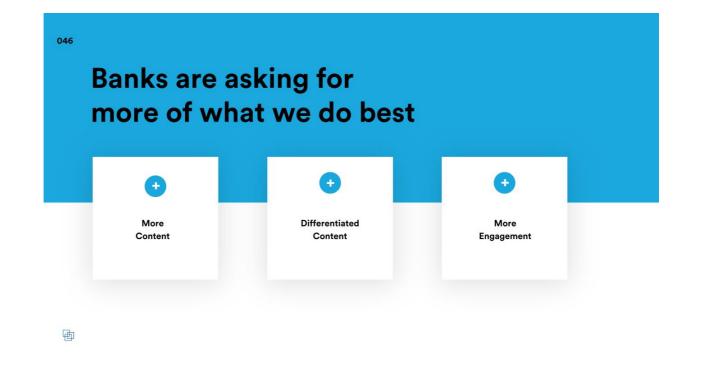
Partnerships

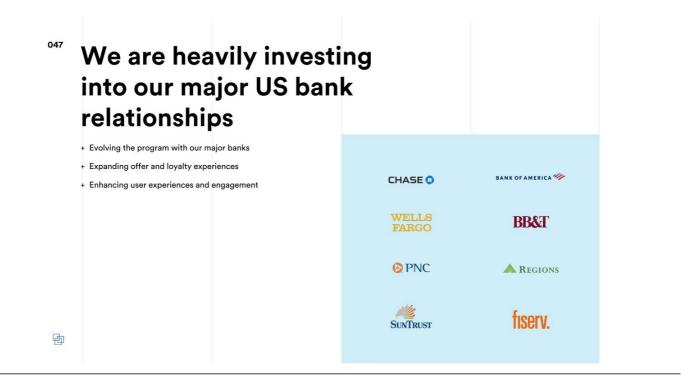
Dosh Powered By, Networks, and Partnerships

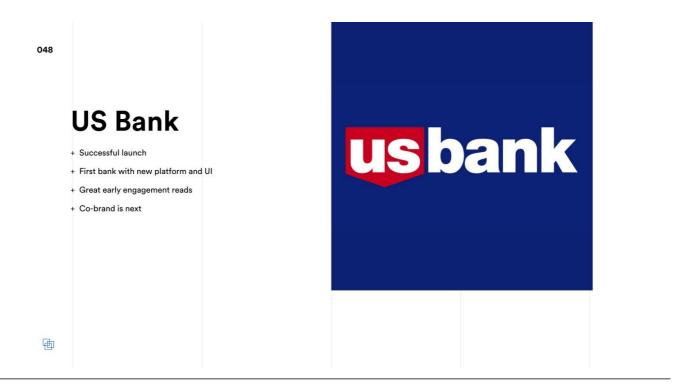


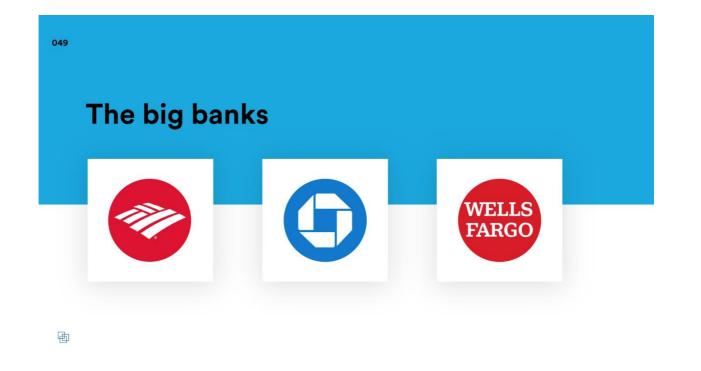
Caroline Penn VP, Bank Partnerships Previously: Dosh and AmEx

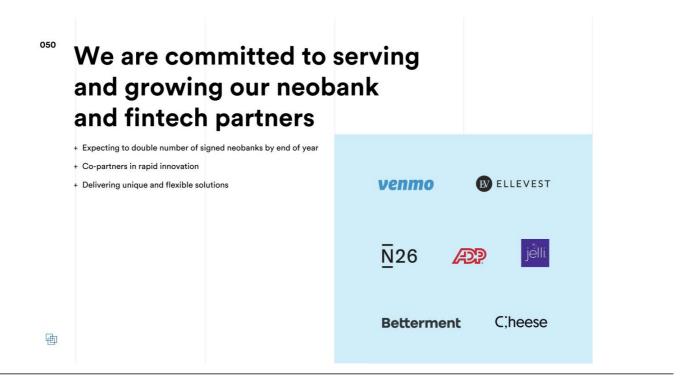






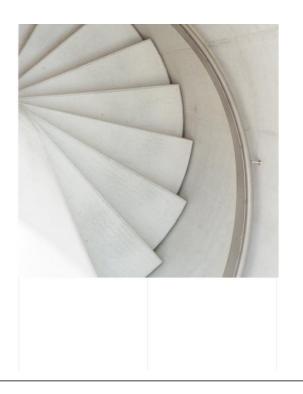




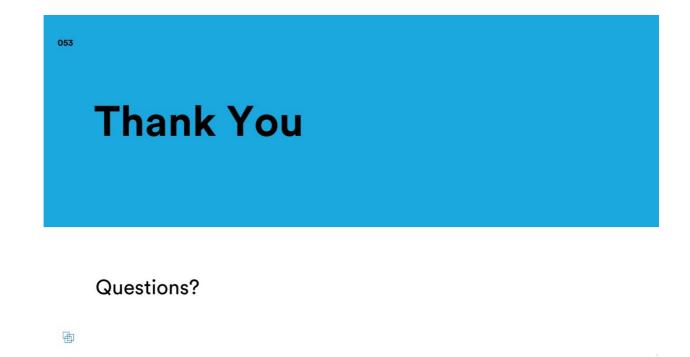


Looking forward

- + Aligning around future SKU/transaction integration opportunities with Bridg
- + Evaluating additional product and services to deliver value to our bank partners
- + Bringing on local content and commerce experiences
- + Deepening opportunities with non-bank partners

















Experienced team creating a culture of high performance

Client Partnerships

Developing senior relationships between publishers and advertisers



Ellie De Wolf Head of Account Management Previously: Aimia, The Rank Group





Commercial Development

Driving profitable platform and advertiser sales







New Capabilities

Making innovation happen Jed Murphy Head of Innovation & Strategy Previously: Aimia, Carlson



Matt Blantern Head of Product, Operations & Technology Previously: Aimia, Dunnhumby

International Business focused on 3 distinct areas

\Box

- UK Business
- + Positive trends post-pandemic
- + Focus on profitability
- + Addition of new MAUs

International expansion

- Identifying geographies for new operations
- + Open Banking as market-entry route

...

Open Banking

- + White Label platform for non-Fl publishers
- + Zero revenue share
- Test & learn capabilities for the overall business

Open Banking launch update

What is Open Banking?

- + Open Banking came into effect across Europe in 2018
- + Designed to drive increased competition within financial services
- + Makes consumer's financial data portable
- Provides a secure way for consumers to share their payment data with regulated 3rd parties
- Evolving towards Open Finance across pensions, investments, and other financial services businesses



Why Open Banking is important to Cardlytics

Momentum is growing globally

- Open Banking now live across Europe, Asia, Australia, providing additional opportunities for international expansion
- + A number of markets now looking to Open Banking as a template for the future
- + Open Banking propositions emerging from Big Banks, Challenger-banks, and FinTechs

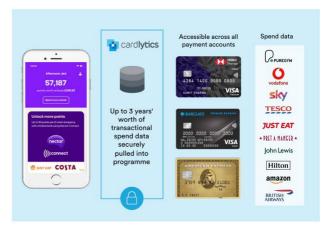
\sim

New publisher network

- Diversifies supply base by securing non-bank MAUs
- + Secures MAUs with no revenue share
- + Creates advertiser network with major retail partners
- Extends our MAU base across scaled merchants in key sectors – retail, telecoms, travel

Open Banking data enables targeted offer programs for merchants

- Providing targeted offers, based on their everyday spend, acts as a real value exchange for customers to allow access to their transactional Open Banking data
- The cashback customers earn from these offers are turned into retailer-specific value (e.g. loyalty points) that drive additional merchant sales
- + Open Banking data allows deep understanding of where customers spend across all areas of their lives



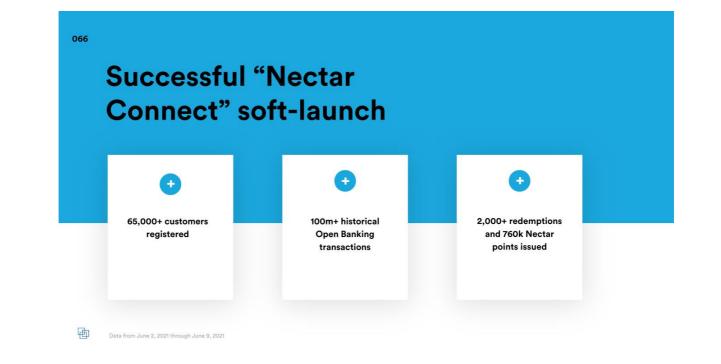


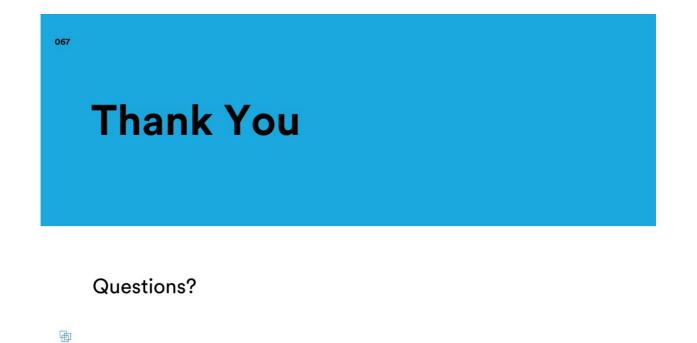
Sainsbury's "Nectar Connect" rolled-out June 2nd

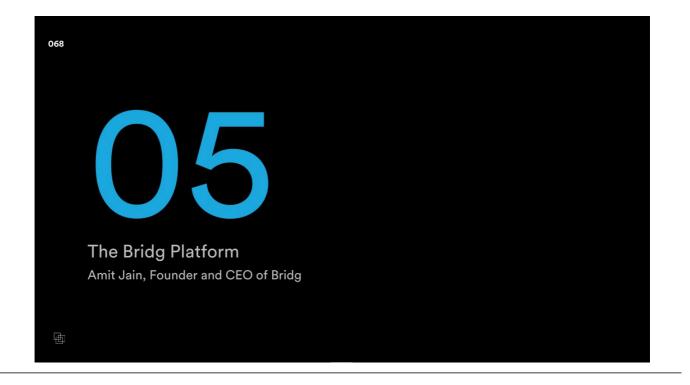


Nectar Connect Demo











Loyalty programs





Bridg is the first platform that identifies and engages unknown instore customers



How it works

- POS systems do not capture full credit or debit card information
- Prevents brick-and-mortar retailers from connecting the card to an actual human being
- Bridg's technology allows customers across industries to "bridge" this gap



囤

Individual Profiles

Utilizing client Point of Sales (POS) transaction data, Bridg identifies an individual in-store customer behind a transaction and builds an anonymous, privacy-safe profile including:

- + SKU level purchase history
- + Demographics
- + Socioeconomic and attitudinal attributes
- + Digital marketing identities

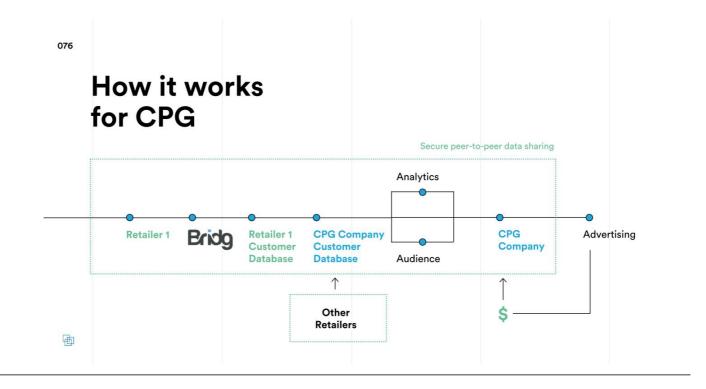
With Bridg, brick and mortar retailers have transformed previously unknown in-store consumers into known, targetable individuals.

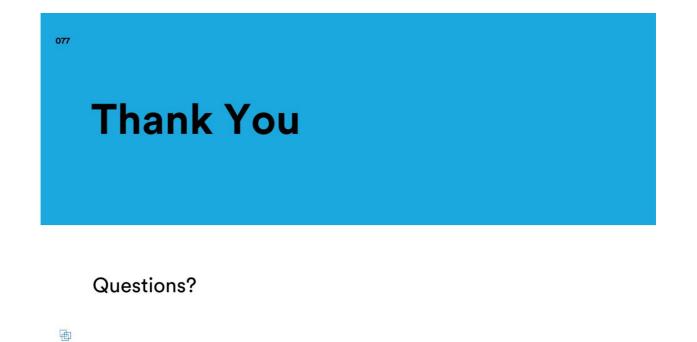
CRM of in-store customers with SKU level purchase history and rich attributes 0x5f4dcc3b5aa765d 37 years old
Married with Children
Los Angeles, CA
\$100k Income Demographics Age / Birth Year Sirth Month / Day 37 / 1981 January 14 Birth Year 1981 Gender Female Marital Status Generation Gen X Heritage Hispanic SaaS platform ready for immediate use in targeted marketing and analytics to drive sales

Ð

Actionability

Customer Analytics	 Clients have access to historical SKU level history and demographic, socioeconomic, and attitudinal attributes for customer analytics
Targeted Marketing	 Ability to segment profiles, create audiences, and export those audiences to 200+ marketing destinations for campaign activation
	 Marketing teams can monitor campaign impact on sales with a closed-loop measurement system





Tying it to financial goals

Build our presence as a

platform that creates

leading digital marketing

measurable impact for all

Expand Our Reach

+ Increase our MAUs both domestically and abroad

Increase ARPU

+ Grow ARPU by expanding advertiser reach and capabilities

Demonstrate Operating Leverage

+ Capitalize on our investments to make our business more efficient

