
**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): July 28, 2020



CARDLYTICS, INC.
(Exact Name of Registrant as Specified in its Charter)

Delaware (State or other jurisdiction of incorporation or organization)	001-38386 (Commission File Number)	26-3039436 (I.R.S. Employer Identification No.)
675 Ponce de Leon Avenue NE, Suite 6000	Atlanta Georgia (Address of principal executive offices, including zip code)	30308
	(888) 798-5802 (Registrant's telephone, including area code)	

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:

- 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:

<u>Title of each class</u>	<u>Trading symbol</u>	<u>Name of each exchange on which registered</u>
Common Stock	CDLX	The Nasdaq Stock Market LLC

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).

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.

ITEM 5.02. DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

On July 28, 2020, Cardlytics, Inc. (the “Company”) and David T. Evans agreed that the transition of duties had been completed and that Mr. Evans would retire as Chief Administrative Officer, effective September 30, 2020. In connection therewith and in recognition of Mr. Evans’ service to the Company, Mr. Evans and the Company entered into a separation and release agreement which provides for benefits consistent with the benefits Mr. Evans was eligible to receive pursuant to Mr. Evans’ Amended and Restated Separation Pay Agreement, dated January 26, 2018, and previously described in the Company’s proxy statement filed with the U.S. Securities and Exchange Commission on April 20, 2020. The separation and release agreement also contains a release and certain restrictive covenants. In addition, pursuant to the terms of Mr. Evans’ outstanding equity awards, all unvested performance-based restricted stock units for which the performance threshold has been achieved and all of his restricted stock units will vest on September 30, 2020.

The foregoing description of the separation and release agreement is not complete and is qualified in its entirety by reference to the separation agreement, which the Company intends to file as an exhibit to its Quarterly Report on Form 10-Q for the quarter ending September 30, 2020.

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: July 28, 2020

By: /s/ Andrew Christiansen

Andrew Christiansen

Chief Financial Officer

(Principal Financial and Accounting Officer)