

CARDLYTICS, INC.
Reported by
LYNTON NICHOLAS HOLLMEYER

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 07/02/24 for the Period Ending 07/01/24

Address	675 PONCE DE LEON AVENUE, NE SUITE 4100 ATLANTA, GA, 30308
Telephone	888-798-5802
CIK	0001666071
Symbol	CDLX
SIC Code	7370 - Services-Computer Programming, Data Processing, Etc.
Industry	Software
Sector	Technology
Fiscal Year	12/31

FORM 4

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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 * Lynton Nicholas Hollmeyer <small>(Last) (First) (Middle)</small> 675 PONCE DE LEON AVENUE NE, SUITE 4100 <small>(Street)</small> ATLANTA, GA 30308 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol Cardlytics, Inc. [CDLX] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">7/1/2024</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Legal & Privacy Officer 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned		

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	7/1/2024		M		10,629	A	(1)	82,390	D	
Common Stock	7/1/2024		M		1,578	A	(1)	83,968	D	
Common Stock	7/1/2024		M		581	A	(1)	84,549	D	
Common Stock	7/2/2024		S		5,956 (2)	D	(3)	78,593	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)															
1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Unit	(1)	7/1/2024		M		10,629		(4)	(4)	Common Stock	10,629	\$0	74,406	D	
Restricted Stock Units	(1)	7/1/2024		M		1,578		(5)	(5)	Common Stock	1,578	\$0	23,669	D	
Restricted Stock Unit	(1)	7/1/2024		M		581		(6)	(6)	Common Stock	581	\$0	4,069	D	

Explanation of Responses:

- (1) Each restricted stock unit ("RSU") represents a contingent right to receive one share of common stock of the Issuer.
- (2) Shares were sold solely to satisfy tax withholding obligations that resulted from the delivery of shares of common stock for RSUs that vested on July 1, 2024. The Reporting Person did not sell shares for any other purpose.
- (3) The price reported is a weighted average sales price. These shares were sold in multiple transactions at prices ranging from \$7.95 to \$8.12, 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 range set forth in footnote (3).
- (4) The RSU award vested or will vest in eight equal installments on July 1, 2024, October 1, 2024, January 1, 2025, April 1, 2025, July 1, 2025, October 1, 2025, January 1, 2026 and April 1, 2026, provided that the Reporting Person remains employed by the Issuer on such vesting date.
- (5) This RSU award was originally for 38,222 shares. Twenty-five percent (25%) of the shares under this award vested on July 1, 2023, with the remaining 75%

vesting quarterly over the subsequent three years in equal amounts thereafter provided the Reporting Person continuously provides service to the Issuer through the vesting date.

- (6) The RSU award was originally for 9,299 shares. Twenty-five percent (25%) of the shares under this award vested on April 1, 2023, with the remaining 75% vesting quarterly over the subsequent three years in equal amounts thereafter provided the Reporting Person continuously provides service to the Issuer through the vesting date.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lynton Nicholas Hollmeyer 675 PONCE DE LEON AVENUE NE SUITE 4100 ATLANTA, GA 30308			Chief Legal & Privacy Officer	

Signatures

/s/ Nick Lynton

7/2/2024

—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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