



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

July 17, 2019

David T. Evans  
Chief Financial Officer  
Cardlytics, Inc.  
675 Ponce de Leon Ave. NE  
Suite 6000  
Atlanta, GA 30308

**Re: Cardlytics, Inc.**  
**Form 10-Q for the period ended March 31, 2019**  
**Exhibit No. 10.2**  
**Filed May 9, 2019**  
**File No. 001-38386**

Dear Mr. Evans:

We have concluded our assessment of your redacted exhibit for compliance with applicable form requirements and will process your related materials in accordance with your request.

Sincerely,

Division of Corporation Finance

cc: Nicole Brookshire, Cooley LLP