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

| OMB APPROVAL |
|---|
| OMB Number: 3235-0101<br>Expires: July 31, 2023<br>Estimated average burden<br>hours per response . 1.00 |

# FORM 144

## NOTICE OF PROPOSED SALE OF SECURITIES PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

| SEC USE ONLY |
|---|
| DOCUMENT SEQUENCE NO. |
| CUSIP NUMBER |
| WORK LOCATION |

**ATTENTION:** *Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker*

| 1 *(a)* NAME OF ISSUER | *(b)* IRS IDENT. NO. | *(c)* S.E.C. FILE NO. |
|---|---|---|
| CARDLYTICS, INC. | 26-3039436 | 001-38386 |

| 1 *(d)* ADDRESS OF ISSUER STREET CITY STATE ZIP CODE | *(e)* TELEPHONE NO. |
|---|---|
| 675 Ponce de Leon Ave. NE, Ste 6000 Atlanta GA USA 30308 | 888 7925802 |

| 2 *(a)* NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD | | *(b)* RELATIONSHIP TO ISSUER | (c) ADDRESS STREET CITY STATE ZIP CODE |
|---|---|---|---|
| 10b5-1 Sales Plan for JOYCE S. GRIMES TTEE PIERCE GRIMES GRAT | | AFFILIATE | 675 Ponce de Leon Ave. NE, Ste 6000 Atlanta GA USA 30308 |

*INSTRUCTION: The person filing this notice should contact the issuer to obtain the IRS Identification Number and the SEC File Number.*

| 3 *(a)* **Title of the Class of Securities To Be Sold** | *(b)* **Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities** | SEC USE ONLY **Broker-Dealer File Number** | *(c)* **Number of Shares or Other Units To Be Sold** *(See instr. 3(c))* | *(d)* **Aggregate Market Value** *(See instr. 3(d))* | *(e)* **Number of Shares or Other Units Outstanding** *(See Instr. 3(e))* | *(f)* **Approximate Date of Sale** *(See instr. 3(f))* *(MO. DAY YR.)* | *(g)* **Name of Each Securities Exchange** *(See instr. 3(g))* |
|---|---|---|---|---|---|---|---|
| COMMON | Morgan Stanley Smith Barney LLC Executive Financial Services 1 New York Plaza, 38th Fl. New York, NY 10004.ATTN: Carly Griffin | | 12,000 | $1,886,160.00 | 27,464,399 | 02/16/2021 | NASD |

**INSTRUCTIONS:**

1. (a) Name of issuer
   (b) Issuer's I.R.S. Identification Number
   (c) Issuer's S.E.C. file number, if any
   (d) Issuer's address, including zip code
   (e) Issuer's telephone number, including area code
2. (a) Name of person for whose account the securities are to be sold
   (b) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder or member of immediate family of any of the foregoing)
   (c) Such person's address, including zip code
3. (a) Title of the class of securities to be sold
   (b) Name and address of each broker through whom the securities are intended to be sold
   (c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)
   (d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice
   (e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer
   (f) Approximate date on which the securities are to be sold
   (g) Name of each securities exchange, if any, on which the securities are intended to be sold

**Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

## TABLE I — SECURITIES TO BE SOLD

*Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:*

| Title of the Class | Date You Acquired | Nature of Acquisition Transaction | Name of Person from Whom Acquired *(If gift, also give date donor acquired)* | Amount of Securities Acquired | Date of Payment | Nature of Payment |
|---|---|---|---|---|---|---|
| Common | 2008 | Founder's Shares | Issuer | 12,000 | N/A | N/A |

**INSTRUCTIONS:** If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

## TABLE II — SECURITIES SOLD DURING THE PAST 3 MONTHS

*Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.*

| Name and Address of Seller | Title of Securities Sold | Date of Sale | Amount of Securities Sold | Gross Proceeds |
|---|---|---|---|---|
| See attached | | | | |

**REMARKS:**

**INSTRUCTIONS:**

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

2/16/2020

DATE OF NOTICE

03/06/2020

DATE OF PLAN ADOPTION OR GIVING OF INSTRUCTION
IF RELYING ON RULE 10B5-1

**ATTENTION:**

*The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.*

Joyce S. Grimes
(SIGNATURE)

*The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.*

**ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001).**

# TABLE II

## 10b5-1 Sales Plan for JOYCE S. GRIMES TTEE PIERCE GRIMES GRAT

675 Ponce de Leon Ave. NE, Ste 6000
Atlanta,GA 30308

| Security Class | Date | Shares Sold | Gross Proceeds |
|---|---|---|---|
| Common | 12/02/2020 | 2,000 | $234,230.00 |
| Common | 12/16/2020 | 2,000 | $270,620.00 |
| Common | 01/04/2021 | 2,000 | $274,408.20 |
| Common | 01/19/2021 | 2,000 | $229,580.00 |
| Common | 02/02/2021 | 2,000 | $264,505.60 |