

Banc of America Strategic Investments CORP  
 Form 3  
 February 08, 2018

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL  
 OMB Number: 3235-0104  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|   |         |          |   |  |  |  |
|---|---------|----------|---|--|--|--|
| 1. Name and Address of Reporting Person *         |         |          | 2. Date of Event Requiring Statement  |  | 3. Issuer Name and Ticker or Trading Symbol  |  |
| Â BANK OF AMERICA CORP /DE/                       |         |          | (Month/Day/Year)  |  | Cardlytics, Inc. [CDLX]  |  |
| (Last)  | (First) | (Middle) | 02/08/2018  |  |  |  |
| BANK OF AMERICA CORPORATE CENTER,Â 100 N TRYON ST |         |          |   |  | 4. Relationship of Reporting Person(s) to Issuer   |  |
| (Street)  |         |          |   |  | (Check all applicable)   |  |
| CHARLOTTE,Â NCÂ 28255                             |         |          |   |  | 5. If Amendment, Date Original Filed(Month/Day/Year)   |  |
| (City)  | (State) | (Zip)    |   |  |  |  |
|   |         |          | ___ Director <input checked="" type="checkbox"/> 10% Owner<br>___ Officer    ___ Other<br>(give title below)    (specify below) |  | 6. Individual or Joint/Group Filing(Check Applicable Line)   |  |
|   |         |          |   |  | ___ Form filed by One Reporting Person<br><input checked="" type="checkbox"/> Form filed by More than One Reporting Person |  |

**Table I - Non-Derivative Securities Beneficially Owned**

|                                 |   |  |   |
|---------------------------------|---|--|---|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**Persons who 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 II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

|  |  |   |   |   |   |
|--|--|---|---|---|---|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|

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|                        | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |                  |
|------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|------------------|
| Warrant (right to buy) | Â (1)            | 03/03/2021      | Common Stock | 78,100.5                   | \$ 2.52  | I                                     | See footnote (2) |
| Warrant (right to buy) | Â (1)            | 03/03/2021      | Common Stock | 312,402                    | \$ 6.52  | I                                     | See footnote (2) |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| BANK OF AMERICA CORP /DE/<br>BANK OF AMERICA CORPORATE CENTER<br>100 N TRYON ST<br>CHARLOTTE, NC 28255                  | Â             | Â X       | Â       | Â     |
| Banc of America Strategic Investments CORP<br>BANK OF AMERICA CORPORATE CENTER<br>100 N TRYON ST<br>CHARLOTTE, NC 28255 | Â             | Â X       | Â       | Â     |

## Signatures

/s/ Richard Lee, Managing Director  
02/08/2018

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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).
- (1) The warrant is fully vested and exercisable.
- Represents a warrant to purchase shares held directly by Banc of America Strategic Investments Corporation ("BASIC"), a wholly owned subsidiary of Bank of America Corporation ("BAC"). Each of BAC and BASIC expressly disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. 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 number.