
**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): **October 1, 2025**



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

Delaware
(State or other jurisdiction of
incorporation or organization)
675 Ponce de Leon Avenue NE, Suite 4100

001-38386
(Commission
File Number)
Atlanta Georgia
(Address of principal executive offices, including zip code)
(888) 798-5802
(Registrant's telephone, including area code)

26-3039436
(I.R.S. Employer
Identification No.)
30308

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:

Title of each class
Common Stock

Trading symbol
CDLX

Name of each exchange on which registered
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 2.05 COSTS ASSOCIATED WITH EXIT OR DISPOSAL ACTIVITIES.

On October 1, 2025, Cardlytics, Inc. (the “Company”) committed to a plan to reduce its workforce by approximately 90 full-time employees, representing approximately 24% of the Company’s current workforce (the “Plan”). The Plan is intended to optimize the Company’s cost structure and is part of a broader cost-reduction initiative that also includes measures beyond full-time employee reductions.

The Company estimates that it will incur non-recurring charges of approximately \$2.3 million in connection with the workforce reduction under the Plan, consisting of severance payments and related costs. The Company expects that the majority of the restructuring charges will be incurred in the fourth quarter ending December 31, 2025 and that the implementation of the workforce reduction, including cash payments, will be substantially complete by the end of the fourth quarter ending December 31, 2025.

The charges that the Company expects to incur are subject to a number of assumptions, and actual expenses may differ materially from the estimates disclosed above. The Company also may incur additional costs not currently contemplated due to events that may occur as a result of, or that are associated with, the actions described above, including potential impairment charges. The Company is not able to estimate the amount or range of amounts of such potential impairments as of the date of this Current Report on Form 8-K. If required, the Company will amend this Current Report on Form 8-K at such time as its management is able in good faith to estimate the amount, or range of amounts, of these charges.

Forward-Looking Statements

This Current Report on Form 8-K contains "forward-looking statements" within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995, including but not limited to forward-looking statements related to the Company’s ability to achieve the anticipated benefits resulting from the Plan and the estimated charges associated with, and the timeframe for completion of, the Plan, as well as the Company’s broader cost-reduction initiatives. These forward-looking statements are made as of the date they were first issued and were based on current expectations, estimates, forecasts and projections as well as the beliefs and assumptions of management. Forward-looking statements are subject to a number of risks and uncertainties, many of which involve factors or circumstances that are beyond the Company’s control.

The Company’s actual results could differ materially from those stated or implied in forward-looking statements due to a number of factors, including but not limited to the risks detailed in the “Risk Factors” section of the Company’s Form 10-Q filed with the Securities and Exchange Commission on August 6, 2025 and in subsequent periodic reports that the Company files with the Securities and Exchange Commission.

The forward-looking statements included in this Current Report on Form 8-K represent the Company’s views as of the date hereof. The Company undertakes no intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

ITEM 7.01 REGULATION FD DISCLOSURE.

On October 2, 2025, the Company issued a press release announcing the Plan. The Company’s press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information included in this Item 7.01 and Exhibit 99.1 attached hereto shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

Exhibit	Exhibit Description
99.1	Press Release, dated October 2, 2025
104	The cover page from Cardlytics, Inc.’s Form 8-K filed on October 2, 2025, formatted in Inline XBRL.

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: October 2, 2025

By: /s/ Alexis DeSieno

Alexis DeSieno

Chief Financial Officer

(Principal Financial and Accounting Officer)



Cardlytics Announces Workforce Reductions As Part Of Organizational Realignment and Cost Savings Initiative

Atlanta, GA – October 2, 2025 – [Cardlytics Inc.](#) (NASDAQ: CDLX) today announced an enterprise-wide cost savings initiative aimed at optimizing its cost structure and aligning resources with its most critical business priorities. As part of this effort, Cardlytics reduced its workforce by approximately 120 full-time employees and contractors, representing about 30% of its total workforce. Cardlytics expects to incur \$2.3 million in severance and related expenses in connection with this reduction, most of which will be recognized in the fourth quarter of 2025.

“This was a very difficult decision, but one that is necessary to protect the long-term stability of our business,” said Amit Gupta, Chief Executive Officer of Cardlytics. “We believe this reduction will enable us to focus on the areas of our business that matter most to our partners and advertisers, and invest in our agenda for long-term growth.”

“We are deeply grateful to our departing colleagues for their contributions and will support them with care through this transition. We are equally committed to supporting our remaining colleagues as we move forward to build a more resilient future for our company.”

The cost savings initiative comprises a series of actions across employees, third-party spend, real estate, and operations. Collectively, these actions are expected to deliver annualized cash savings of at least \$26 million. The company remains committed to achieving positive adjusted EBITDA for the full year 2025 and 2026.

Cautionary Language Concerning Forward-Looking Statements

This press release contains "forward-looking statements" within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, including but not limited to, statements related to our ability to achieve the anticipated cost savings and benefits resulting from the organizational realignment and related reduction in force and the estimated charges associated with, and the timeframe for completion of, the reduction in force, as well as expected annualized savings, expected adjusted EBITDA results for 2025 and 2026, and other matters related to the Company's enterprise-wide cost savings program. These forward-looking statements are made as of the date they were first issued and were based on current expectations, estimates, forecasts and projections as well as the beliefs and assumptions of management. Words such as "expect," "anticipate," "should," "believe," "hope," "target," "project," "goals," "estimate," "potential," "predict," "may," "will," "might," "could," "intend," or variations of these terms or the negative of these terms and similar expressions are intended to identify these forward-looking statements. Forward-looking statements are subject to a number of risks and uncertainties, many of which involve factors or circumstances that are beyond our control.

Our actual results could differ materially from those stated or implied in forward-looking statements due to a number of factors, including but not limited to the risks detailed in the “Risk Factors” section of our Form 10-Q filed with the Securities and Exchange Commission on August 6, 2025 and in subsequent periodic reports that we file with the Securities and Exchange Commission. Past performance is not necessarily indicative of future results.

About Cardlytics

Cardlytics (NASDAQ: CDLX) is a commerce media platform, powered by our publishers' first-party purchase data, that makes commerce smarter and more rewarding for everyone. We offer a range of solutions to help advertisers and publishers grow and strengthen customer loyalty. With visibility into approximately half of all card-based transactions in the U.S. and a quarter in the U.K., Cardlytics enables advertisers to engage consumers at scale and drive incremental sales through our industry-leading card-linked offer network. Publisher partners can enhance their platforms with relevant and personalized offers that improve the shopping experience for their customers. Cardlytics

also offers identity resolution capabilities through Bridge, which helps convert anonymous shoppers into known and reachable customers. Learn more at www.cardlytics.com or follow us on [LinkedIn](#).

Contacts

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