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): May 20, 2019

THE LOVESAC COMPANY
(Exact Name of Registrant as Specified in Charter)

Delaware	001-38555	32-0514958
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

Two Landmark Square, Suite 300
Stamford, Connecticut
(Address of Principal Executive Offices, and Zip Code)

(207) 273-9733
Registrant's Telephone Number, Including Area Code

(Former Name or Former Address, if Changed Since Last Report)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value $0.00001 per share	LOVE	The NASDAQ Stock Market LLC

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

☐ Written communication 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 communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 2.02 Results of Operations and Financial Condition.

On May 20, 2019, The Lovesac Company, a Delaware corporation (the "Company"), publicly filed a registration statement on Form S-1 in connection with the commencement of an underwritten public offering (the "Offering") of 2,500,000 shares of its common stock, which will include 750,000 shares to be offered by the Company and 1,750,000 shares to be offered by certain selling stockholders of the Company. One of the selling stockholders will also grant the underwriters a 30-day option to purchase up to an additional 375,000 shares of the Company's common stock.

In the prospectus included in the Form S-1 registration statement filed in connection with the Offering, the Company provided estimated preliminary (unaudited) results for the thirteen weeks ended May 5, 2019. A copy of this disclosure is attached to this current report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

Item 7.01 Regulation FD Disclosure.

Announcement of Public Offering

On May 20, 2019, the Company, issued a press release (the "Press Release") announcing the commencement of the Offering. A copy of the Press Release is attached to this current report on Form 8-K as Exhibit 99.2 and incorporated herein by reference.

The Company intends to use the net proceeds of this offering for increased sales and marketing expenses, product development, and working capital and other general corporate purposes. The Company will not receive any of the proceeds from the sale of the shares being offered by the selling stockholders but will bear the costs associated with the sale of such shares, other than underwriting discounts and commissions.

Recent Events

On May 10, 2019, the Office of the U.S. Trade Representative announced that the United States increased tariffs on approximately $200 billion of goods imported from China from 10% to 25% and that it had been ordered to begin to impose tariffs on substantially all remaining imports from China, which are valued at approximately $300 billion. Approximately 75% of our products are currently manufactured in China, and nearly all of our Chinese-made products will be affected by these tariffs.

Prior to the announcement by the U.S. Trade Representative, we had implemented certain strategies to mitigate the prior 10% tariffs and believed that we could fully mitigate the impact of those tariffs throughout fiscal 2020. As a result of the recent increase in tariffs, we are evaluating new strategies to mitigate the effects of the new tariffs.

We expect that the new tariffs will not have a material impact on our financial results for the second quarter of fiscal 2020. However, if the new tariffs are not reduced or repealed, we expect the tariffs to begin to affect our operating results during the second half of our third fiscal quarter and the full impact of the tariffs to affect our operating results for the fourth quarter of fiscal 2020. At this time, we do not expect to be able to fully mitigate the impact of the new tariffs in fiscal 2020.

The new tariffs and our tariff mitigation efforts are expected to have an impact on our operating results, including gross margin and EBITDA. At this time, we cannot quantify the impact that these tariffs and our tariff mitigation efforts will have on our operating results.

The information hereunder and Exhibits 99.1 and 99.2 hereto shall be deemed "furnished" and not "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act") or otherwise subject to the liabilities of that section, nor shall it be incorporated by reference into a filing under the Securities Act of 1933, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	**Description**
99.1	Estimated Preliminary Results for the Thirteen Weeks Ended May 5, 2019 (unaudited).
99.2	Press release, dated May 20, 2019.

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 hereunto duly authorized.

THE LOVESAC COMPANY

Date: May 20, 2019

By: /s/ Donna Dellomo
Name: Donna Dellomo
Title: Executive Vice President and Chief Financial Officer

Estimated Preliminary Results for the Thirteen Weeks Ended May 5, 2019 (unaudited)

Presented below are certain estimated preliminary financial results for the thirteen weeks ended May 5, 2019. These ranges are based on the information available to us at this time. We have provided ranges, rather than specific amounts, because these results are preliminary. As such, our actual results may vary from the estimated preliminary results presented here and will not be finalized until after we close this offering. We have not identified any unusual or unique events or trends that occurred during the period that we believe will materially affect these estimates.

These are forward-looking statements and may differ from actual results. These estimates should not be viewed as a substitute for our full interim or annual financial statements prepared in accordance with GAAP. Accordingly, you should not place undue reliance on this preliminary data. Please refer to section titled "Cautionary Note Regarding Forward-Looking Statements." These estimated preliminary results should be read in conjunction with our consolidated financial statements and related notes as well as the section captioned "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in this prospectus. For additional information, please see the section titled "Risk Factors."

This data has been prepared by, and is the responsibility of, our management. Our independent registered public accounting firm, Marcum LLP, has not audited, reviewed, compiled, or performed any procedures with respect to the preliminary financial results. Accordingly, Marcum LLP does not express an opinion or any other form of assurance with respect thereto.

The following are preliminary estimates for the thirteen weeks ended May 5, 2019:

- For the thirteen weeks ended May 5, 2019, net sales are expected to be between \$40.7 million and \$40.9 million, as compared to net sales of \$26.7 million for the thirteen weeks ended May 6, 2018. The increase in net sales was primarily the result of an increase in showrooms, strong return on investment relating to TV and digital advertising and marketing investments as well as an increase in the number of shop in shops over last year.

- For the thirteen weeks ended May 5, 2019, we expect cost of sales to be between \$19.9 million and \$20.1 million, as compared to cost of sales of \$12.1 million for the thirteen weeks ended May 6, 2018. The increase in cost of sales was primarily the result of the increase in sales and impact of tariffs on our products imported from China. For recent developments regarding tariffs, see "Prospectus Summary□Recent Events."

- For the thirteen weeks ended May 5, 2019, we expect gross profit to be between \$20.7 million and \$20.8 million as compared to gross profit of \$14.6 million for the thirteen weeks ended May 6, 2018.

- For the thirteen weeks ended May 5, 2019, we expect selling, general and administrative expenses to be between \$23.8 million and \$24.0 million, including approximately \$3.6 million of costs relating to stock compensation expense, sponsor fees and executive and board recruitment fees as compared to selling, general and administrative expenses of \$15.2 million for the thirteen weeks ended May 6, 2018, which included \$0.7 million of costs relating to stock compensation expense, sponsor fees, deferred rent and other financing related costs. The increase in selling, general and administrative expenses is primarily a result of our sales-related expenses driven by an increase in sales and showrooms, such as payroll, sales related commissions, credit card fees, web hosting fees, and rent expense related to the increase in showroom count, as well as an increase in stock compensation expense related to the vesting of restricted stock units held by certain of our senior executives.

- For the thirteen weeks ended May 5, 2019, we expect advertising and marketing expense to be between \$5.3 million and \$5.4 million, as compared to advertising and marketing expense of \$4.4 million for the thirteen weeks ended May 6, 2018. The increase in advertising and marketing expense is related to increased spend for national media and digital media investments.

- For the thirteen weeks ended May 5, 2019, we expect depreciation and amortization expense to be between \$1.0 million and \$1.1 million, as compared to depreciation and amortization expense of \$0.7 million for the thirteen weeks ended May 6, 2018. The increase in depreciation and amortization expense is related to an increase in showrooms.

- For the thirteen weeks ended May 5, 2019, we expect interest income to be between $0.1 million and $0.2 million, as compared to interest expense of $0.1 million for the thirteen weeks ended May 6, 2018. The decrease in interest expense and increase in interest income is related to our reduced borrowing and interest earned on the proceeds from our June 2018 initial public offering.

- For the thirteen weeks ended May 5, 2019, we expect net loss to be between $9.1 million and $9.3 million, as compared to net loss of $5.7 million for the thirteen weeks ended May 6, 2018. The increase in net loss is primarily due to the impact of tariffs on our products imported from China, and an increase in stock compensation expense of approximately $2.9 million related to the vesting of restricted stock units held by certain of our senior executives.

- For the thirteen weeks ended May 5, 2019, we expect EBITDA to be between $(8.2) million and $(8.4) million, as compared to EBITDA of $(4.9) million for the thirteen weeks ended May 6, 2018 and Adjusted EBITDA to be between $(4.6) million and $(4.8) million for the thirteen weeks ended May 5, 2019, as compared to Adjusted EBITDA of $(4.2) million for the thirteen weeks ended May 6, 2018. The decrease in EBITDA is primarily due to tariffs on our products imported from China and an increase in stock compensation expense related to the vesting of restrictive stock units held by certain of our senior executives.

- The following table reconciles estimated preliminary net loss at the midpoint of the range, the most comparable GAAP measure, to estimated preliminary EBITDA and Adjusted EBITDA:

(dollars in millions)	Preliminary estimate For the thirteen weeks ended May 5, 2019	Actual Results For the thirteen weeks ended May 6, 2018
Net loss	$ (9.2)	$ (5.7)
Interest (income) expense	(0.2)	0.1
Depreciation and amortization	1.0	0.7
Estimated preliminary EBITDA	(8.3)	(4.9)
Deferred rent	-	0.1
Other expense	0.2	0.2
Sponsor fees	0.2	0.1
Stock based compensation	3.2	0.3
Estimated preliminary Adjusted EBITDA	$ (4.7)	$ (4.2)

As of May 5, 2019, our cash and cash equivalents are estimated to be between $35.6 million and $35.8 million, and we had no debt.

Our actual results may vary from our estimated preliminary unaudited financial results for the thirteen weeks ended May 5, 2019 and the variances may be material.

This exhibit contains certain preliminary unaudited financial results for the thirteen weeks ended May 5, 2019. Upon completion of our independent auditors' review of our results for the thirteen weeks ended May 5, 2019, it is possible significant changes to such preliminary results may be necessary. Finally, such preliminary unaudited financial results and metrics do not reflect all of our material financial information as of and for the thirteen weeks ended May 5, 2019, and we therefore caution you not to place undue reliance on them. See "Forward-Looking Statements" in our Annual Report on Form 10-K for a discussion of factors that may cause our actual results to vary from our estimates.

Exhibit 99.2

The Lovesac Company Announces the Commencement Of An Underwritten Public Offering

STAMFORD, Conn., May 20, 2019 (GLOBE NEWSWIRE) -- The Lovesac Company (Nasdaq: LOVE) ("Lovesac" or the "Company") announced today the commencement of an underwritten public offering of 2,500,000 shares of its common stock, which will include 750,000 shares to be offered by the Company and 1,750,000 shares to be offered by certain selling stockholders of the Company. One of the selling stockholders will also grant the underwriters a 30-day option to purchase up to an additional 375,000 shares of the Company's common stock. The Company intends to use the net proceeds of this offering for increased sales and marketing expenses, product development, and working capital and other general corporate purposes. The Company will not receive any of the proceeds from the sale of the shares being offered by the selling stockholders but will bear the costs associated with the sale of such shares, other than underwriting discounts and commissions.

Stifel, Canaccord Genuity and Roth Capital Partners are acting as joint book-running managers for the proposed offering. D.A. Davidson & Co. and Craig-Hallum Capital Group are acting as co-managers for the proposed offering.

The proposed offering will be made only by means of a prospectus. A copy of the final prospectus relating to the proposed offering, when available, may be obtained from the following:

- Stifel, Nicolaus & Company, Incorporated, Attention: Syndicate, One Montgomery Street, Suite 3700, San Francisco, CA 94104, by telephone at 415-364-2720 or by email at syndprospectus@stifel.com.

- Canaccord Genuity LLC, Attention: Equity Syndicate Department, 99 High Street, Suite 1200, Boston, MA 02110, by telephone at (617) 371-3900 or by email at prospectus@cgf.com.

- Roth Capital Partners, LLC, 888 San Clemente, Newport Beach, California 92660, Attn: Equity Capital Markets, via telephone at (800) 678-9147 or via email at rothecm@roth.com.

A registration statement relating to these securities has been filed with the U.S. Securities and Exchange Commission but has not yet become effective. These securities may not be sold, nor may offers to buy be accepted, prior to the time the registration statement becomes effective. This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About The Lovesac Company

Based in Stamford, Connecticut, The Lovesac Company is a direct-to-consumer specialty furniture brand with over 75 retail showrooms supporting its ecommerce delivery model. Lovesac's name comes from its original Durafoam filled beanbags called Sacs. The Company derives a majority of its current sales from its proprietary platform called Sactionals, a washable, changeable, reconfigurable, and FedEx-shippable solution for large upholstered seating. Founder and CEO, Shawn Nelson's, "Designed for Life" philosophy emphasizes sustainable products that are built to last a lifetime and designed to evolve with the customer's needs, providing long-term utility and ultimately reducing the amount of furniture discarded into landfills.

Cautionary Statement Concerning Forward Looking Statements

Certain statements either contained in or incorporated by reference into this communication, other than purely historical information, including estimates, projections and statements relating to Lovesac's business plans, objectives and expected operating results, and the assumptions upon which those statements are based, are "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements relating to the proposed public offering are forward-looking statements. Such statements are based on management's current expectations and involve risks and uncertainties. Actual results could differ materially from those projected in the forward-looking statements as a result of many factors, and you should not place undue reliance on these forward-looking statements. Lovesac disclaims any intent or obligation to update these forward-looking statements to reflect events or circumstances that exist after the date on which they were made.

Investor Relations Contact:

Rachel Schacter, ICR
(203) 682-8200
InvestorRelations@lovesac.com