

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

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended November 3, 2019

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number: 001-38555

THE LOVESAC COMPANY
(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

16-1685692

(I.R.S. Employer
Identification No.)

**Two Landmark Square, Suite 300
Stamford, Connecticut**

(Address of principal executive offices)

06901

(Zip Code)

Registrant's telephone number, including area code: **(888) 636-1223**

Not applicable

(Former name, former address and former fiscal year, if changed since last report)

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files) Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

| | | | |
|-------------------------|-------------------------------------|---------------------------|-------------------------------------|
| Large accelerated filer | <input type="checkbox"/> | Accelerated filer | <input type="checkbox"/> |
| Non-accelerated filer | <input checked="" type="checkbox"/> | Smaller reporting company | <input checked="" type="checkbox"/> |
| | | Emerging growth company | <input checked="" type="checkbox"/> |

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

Indicate by check mark whether the Registrant is a shell company (as defined by Rule 12b-2 of the Exchange Act). Yes No

As of December 16, 2019, there were 14,538,586 shares of common stock, \$0.00001 par value per share, outstanding.

THE LOVESAC COMPANY
FORM 10-Q
INDEX TO QUARTERLY REPORT ON FORM 10-Q
NOVEMBER 3, 2019

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Forward-Looking Statements

This Quarterly Report on Form 10-Q contains 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, which statements involve substantial risk and uncertainties. Forward-looking statements generally relate to future events or our future financial or operating performance. In some cases, you can identify forward-looking statements because they contain words such as “may,” “will,” “should,” “expects,” “plans,” “anticipates,” “could,” “intends,” “target,” “projects,” “contemplates,” “believes,” “estimates,” “predicts,” “potential,” or “continue” or the negative of these words or other similar terms or expressions that concern our expectations, strategy, plans, or intentions. Forward-looking statements contained in this Quarterly Report on Form 10-Q include, but are not limited to, statements about:

- our ability to sustain recent growth rates;
- our ability to manage the growth of our operations over time;
- our ability to maintain, grow and enforce our brand and trademark rights;
- our ability to improve our products and develop new products;
- our ability to obtain, grow and enforce intellectual property related to our business and avoid infringement or other violation of the intellectual property rights of others;
- our ability to successfully open and operate new showrooms;
- our ability to increase our Internet sales; and
- our ability to compete and succeed in a highly competitive and evolving industry.

We caution you that the foregoing list may not contain all the forward-looking statements made in this Quarterly Report on Form 10-Q.

You should not rely upon forward-looking statements as predictions of future events. We have based the forward-looking statements contained in this Quarterly Report on Form 10-Q primarily on our current expectations and projections about future events and trends that we believe may affect our business, financial condition, results of operations, and prospects. The outcome of the events described in these forward-looking statements is subject to risks, uncertainties, and other factors described in the section titled “Risk Factors” and elsewhere in this Quarterly Report on Form 10-Q. Moreover, we operate in a very competitive and rapidly changing environment. New risks and uncertainties emerge from time to time, and it is not possible for us to predict all risks and uncertainties that could have an impact on the forward-looking statements contained in this Quarterly Report on Form 10-Q. We cannot assure you that the results, events, and circumstances reflected in the forward-looking statements will be achieved or occur, and actual results, events, or circumstances could differ materially from those described in the forward-looking statements.

The forward-looking statements made in this Quarterly Report on Form 10-Q relate only to events as of the date on which the statements are made. We undertake no obligation to update any forward-looking statements made in this Quarterly Report on Form 10-Q to reflect events or circumstances after the date of this Quarterly Report on Form 10-Q or to reflect new information or the occurrence of unanticipated events, except as required by law. We may not actually achieve the plans, intentions, or expectations disclosed in our forward-looking statements, and you should not place undue reliance on our forward-looking statements. Our forward-looking statements do not reflect the potential impact of any future acquisitions, mergers, dispositions, joint ventures, or investments we may make.

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements.

THE LOVESAC COMPANY
CONDENSED CONSOLIDATED BALANCE SHEETS

| | November 3, 2019 | February 3, 2019 |
|--|-----------------------|-----------------------|
| | (unaudited) | |
| Assets | | |
| Current Assets | | |
| Cash and cash equivalents | \$ 27,896,406 | \$ 49,070,952 |
| Trade accounts receivable | 8,581,102 | 3,955,124 |
| Merchandise inventories | 50,206,326 | 26,154,314 |
| Prepaid expenses and other current assets | 8,715,638 | 5,933,872 |
| Total Current Assets | 95,399,472 | 85,114,262 |
| Property and Equipment, Net | 21,838,589 | 18,595,079 |
| Other Assets | | |
| Goodwill | 143,562 | 143,562 |
| Intangible assets, net | 1,200,274 | 942,331 |
| Deferred financing costs, net | 164,303 | 219,071 |
| Total Other Assets | 1,508,139 | 1,304,964 |
| Total Assets | \$ 118,746,200 | \$ 105,014,305 |
| Liabilities and Stockholders' Equity | | |
| Current Liabilities | | |
| Accounts payable | \$ 18,971,289 | \$ 16,836,816 |
| Accrued expenses | 5,120,624 | 3,701,090 |
| Payroll payable | 3,385,340 | 2,269,834 |
| Customer deposits | 3,427,184 | 1,059,957 |
| Sales taxes payable | 893,917 | 750,922 |
| Total Current Liabilities | 31,798,354 | 24,618,619 |
| Deferred Rent | 2,498,124 | 1,594,179 |
| Line of credit | - | 31,373 |
| Total Liabilities | 34,296,478 | 26,244,171 |
| Stockholders' Equity | | |
| Preferred Stock \$0.00001 par value, 10,000,000 shares authorized, no shares issued and outstanding as of November 3, 2019 and February 3, 2019, respectively. | - | - |
| Common Stock \$0.00001 par value, 40,000,000 shares authorized and 14,538,586 shares issued and outstanding as of November 3, 2019, and 13,588,568 shares issued and outstanding as of February 3, 2019, respectively. | 145 | 136 |
| Additional paid-in capital | 168,028,472 | 141,727,807 |
| Accumulated deficit | (83,578,895) | (62,957,809) |
| Stockholders' Equity | 84,449,722 | 78,770,134 |
| Total Liabilities and Stockholders' Equity | \$ 118,746,200 | \$ 105,014,305 |

The accompanying notes are an integral part of these condensed consolidated financial statements.

THE LOVESAC COMPANY
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(unaudited)

| | Thirteen weeks ended | | Thirty-nine weeks ended | |
|--|-----------------------|-----------------------|-------------------------|------------------------|
| | November 3, 2019 | November 4, 2018 | November 3, 2019 | November 4, 2018 |
| Net sales | \$ 52,097,232 | \$ 41,685,929 | \$ 141,202,010 | \$ 101,703,739 |
| Cost of merchandise sold | <u>25,843,532</u> | <u>18,799,108</u> | <u>69,670,642</u> | <u>46,331,175</u> |
| Gross profit | <u>26,253,700</u> | <u>22,886,821</u> | <u>71,531,368</u> | <u>55,372,564</u> |
| Operating expenses | | | | |
| Selling, general and administrative expenses | 24,484,791 | 19,329,422 | 70,302,779 | 54,978,109 |
| Advertising and marketing | 7,258,284 | 5,164,699 | 18,717,517 | 13,167,354 |
| Depreciation and amortization | <u>1,377,659</u> | <u>1,084,180</u> | <u>3,649,072</u> | <u>2,513,009</u> |
| Total operating expenses | 33,120,734 | 25,578,301 | 92,669,368 | 70,658,472 |
| Operating loss | (6,867,034) | (2,691,480) | (21,138,000) | (15,285,908) |
| Interest income, net | <u>134,416</u> | <u>200,862</u> | <u>538,306</u> | <u>142,442</u> |
| Net loss before taxes | (6,732,618) | (2,490,618) | (20,599,694) | (15,143,466) |
| Provision for income taxes | (15,692) | - | (21,392) | - |
| Net loss | <u>\$ (6,748,310)</u> | <u>\$ (2,490,618)</u> | <u>\$ (20,621,086)</u> | <u>\$ (15,143,466)</u> |
| Net loss per common share: | | | | |
| Basic and diluted | <u>\$ (0.46)</u> | <u>\$ (0.22)</u> | <u>\$ (1.45)</u> | <u>\$ (4.51)</u> |
| Weighted average number of common shares outstanding: | | | | |
| Basic and diluted | <u>14,538,586</u> | <u>13,465,882</u> | <u>14,179,995</u> | <u>9,536,164</u> |

The accompanying notes are an integral part of these condensed consolidated financial statements.

THE LOVESAC COMPANY

CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
FOR THE THIRTEEN AND THIRTY-NINE WEEKS ENDED NOVEMBER 3, 2019 AND NOVEMBER 4, 2018

| | Common | | Preferred | | Additional Paid-in Capital | Accumulated Deficit | Total |
|--|-------------------|---------------|------------------|--------------|----------------------------------|------------------------|----------------------|
| | Shares | Amount | Shares | Amount | | | |
| Balance - February 4, 2018 | 6,064,500 | \$ 61 | 1,018,600 | \$ 10 | \$ 79,891,835 | \$(56,253,453) | \$ 23,638,453 |
| Net loss | - | - | - | - | - | (5,683,248) | (5,683,248) |
| Equity based compensation | - | - | - | - | 295,239 | - | 295,239 |
| Vested restricted stock units | 13,126 | - | - | - | - | - | - |
| Balance - May 6, 2018 | <u>6,077,626</u> | <u>\$ 61</u> | <u>1,018,600</u> | <u>\$ 10</u> | <u>\$ 80,187,074</u> | <u>\$(61,936,701)</u> | <u>\$ 18,250,444</u> |
| Net loss | - | - | - | - | - | (6,969,600) | (6,969,600) |
| Equity based compensation | - | - | - | - | 2,038,864 | - | 2,038,864 |
| Preferred stock conversion | 3,287,441 | 33 | (1,018,600) | (10) | (23) | - | - |
| Initial public offering, net | 4,025,000 | 40 | - | - | 58,908,512 | - | 58,908,552 |
| Vested restricted stock units | 61,577 | 1 | - | - | (1) | - | - |
| Balance - August 5, 2018 | <u>13,451,644</u> | <u>\$ 135</u> | <u>-</u> | <u>\$ -</u> | <u>\$ 141,134,426</u> | <u>\$(68,906,301)</u> | <u>\$ 72,228,260</u> |
| Net loss | - | - | - | - | - | (2,490,618) | (2,490,618) |
| Equity based compensation | 50,000 | - | - | - | 515,739 | - | 515,739 |
| Preferred stock conversion | - | - | - | - | - | - | - |
| Exercise of warrants | 31,580 | - | - | - | - | - | - |
| Vested restricted stock units | 2,044 | - | - | - | - | - | - |
| Balance - November 4, 2018 | <u>13,535,268</u> | <u>\$ 135</u> | <u>-</u> | <u>\$ -</u> | <u>\$ 141,650,165</u> | <u>\$(71,396,919)</u> | <u>\$ 70,253,381</u> |
| Balance - February 3, 2019 | 13,588,568 | \$ 136 | - | \$ - | \$ 141,727,807 | \$(62,957,809) | \$ 78,770,134 |
| Net loss | - | - | - | - | - | (9,101,777) | (9,101,777) |
| Equity based compensation | - | - | - | - | 3,222,563 | - | 3,222,563 |
| Vested restricted stock units | 158,329 | 2 | - | - | (3,164,134) | - | (3,164,132) |
| Exercise of warrants | 5,138 | - | - | - | 4,000 | - | 4,000 |
| Balance - May 5, 2019 | <u>13,752,035</u> | <u>\$ 138</u> | <u>-</u> | <u>\$ -</u> | <u>\$ 141,790,236</u> | <u>\$(72,059,586)</u> | <u>\$ 69,730,788</u> |
| Net loss | - | - | - | - | - | (4,770,999) | (4,770,999) |
| Equity based compensation | - | - | - | - | 170,536 | - | 170,536 |
| Vested restricted stock units | 14,443 | - | - | - | (179,086) | - | (179,086) |
| Issuance of common shares, net | 750,000 | 7 | - | - | 25,609,993 | - | 25,610,000 |
| Exercise of warrants | 22,108 | - | - | - | 8,000 | - | 8,000 |
| Balance - August 4, 2019 | <u>14,538,586</u> | <u>\$ 145</u> | <u>-</u> | <u>\$ -</u> | <u>\$ 167,399,679</u> | <u>\$(76,830,585)</u> | <u>\$ 90,569,239</u> |
| Net loss | - | - | - | - | - | (6,748,310) | (6,748,310) |
| Equity based compensation | - | - | - | - | 627,879 | - | 627,879 |
| Tax payments received on vested restricted stock units | - | - | - | - | 914 | - | 914 |
| Balance - November 3, 2019 | <u>14,538,586</u> | <u>\$ 145</u> | <u>-</u> | <u>\$ -</u> | <u>\$ 168,028,472</u> | <u>\$(83,578,895)</u> | <u>\$ 84,449,722</u> |

The accompanying notes are an integral part of these condensed consolidated financial statements.

THE LOVESAC COMPANY
CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
(unaudited)

| | Thirty-nine weeks ended | |
|---|-------------------------|----------------------|
| | November 3, 2019 | November 4, 2018 |
| Cash Flows from Operating Activities | | |
| Net loss | \$ (20,621,086) | \$ (15,143,466) |
| Adjustments to reconcile net loss to net cash used in operating activities: | | |
| Depreciation and amortization of property and equipment | 3,457,737 | 2,374,743 |
| Amortization of other intangible assets | 191,335 | 138,266 |
| Amortization of deferred financing fees | 54,768 | 102,917 |
| Net (gain) loss on disposal of property and equipment | (166,865) | 6,139 |
| Equity based compensation | 4,020,978 | 2,849,842 |
| Deferred rent | 903,945 | 382,353 |
| Changes in operating assets and liabilities: | | |
| Accounts receivable | (4,625,978) | (108,136) |
| Merchandise inventories | (24,052,012) | (12,977,256) |
| Prepaid expenses and other current assets | (2,781,766) | (190,920) |
| Accounts payable and accrued expenses | 4,812,508 | 6,726,184 |
| Customer deposits | 2,367,227 | 1,615,798 |
| Net Cash Used in Operating Activities | <u>(36,439,209)</u> | <u>(14,223,536)</u> |
| Cash Flows from Investing Activities | | |
| Purchase of property and equipment | (6,834,382) | (8,436,529) |
| Payments for patents and trademarks | (449,278) | (440,185) |
| Proceeds from disposal of property and equipment | 300,000 | - |
| Net Cash Used in Investing Activities | <u>(6,983,660)</u> | <u>(8,876,714)</u> |
| Cash Flows from Financing Activities | | |
| Proceeds from issuance of common shares, net | 25,610,000 | 59,168,596 |
| Payments of initial public offering issuance costs | - | (260,044) |
| Taxes paid for net share settlement of equity awards | (3,342,304) | (7,902) |
| Proceeds from sale of preferred stock and warrants, net of issuance costs | 12,000 | - |
| Paydowns of borrowings on the line of credit, net | (31,373) | (405) |
| Payments of deferred financing costs | - | (292,095) |
| Net Cash Provided by Financing Activities | <u>22,248,323</u> | <u>58,608,150</u> |
| Net Change in Cash and Cash Equivalents | <u>(21,174,546)</u> | <u>35,507,900</u> |
| Cash and Cash Equivalents - Beginning | <u>49,070,952</u> | <u>9,175,951</u> |
| Cash and Cash Equivalents - End | <u>\$ 27,896,406</u> | <u>\$ 44,683,851</u> |
| Supplemental Cash Flow Disclosures | | |
| Cash paid for interest | <u>\$ 38,632</u> | <u>\$ 48,256</u> |

The accompanying notes are an integral part of these condensed consolidated financial statements.

THE LOVESAC COMPANY

CONDENSED CONSOLIDATED NOTES TO FINANCIAL STATEMENTS

FOR THE THIRTEEN AND THIRTY-NINE WEEKS ENDED NOVEMBER 3, 2019 AND NOVEMBER 4, 2018

(Unaudited)

NOTE 1 - BASIS OF PRESENTATION, OPERATIONS AND LIQUIDITY

The condensed consolidated balance sheet of The Lovesac Company (the “Company”) as of February 3, 2019, which has been derived from our audited financial statements as of and for the 52-week year ended February 3, 2019, and the accompanying interim unaudited condensed consolidated financial statements have been prepared in accordance with the rules and regulations of the Securities and Exchange Commission (the “SEC”) for interim financial reporting. Certain information and note disclosures normally included in annual financial statements, prepared in accordance with accounting principles generally accepted in the United States of America (“US GAAP”), have been condensed or omitted pursuant to those rules and regulations. The financial information presented herein, which is not necessarily indicative of results to be expected for the full current fiscal year, reflects all adjustments which, in the opinion of management, are necessary for a fair presentation of the interim unaudited condensed consolidated financial statements. Such adjustments are of a normal, recurring nature. These condensed consolidated financial statements should be read in conjunction with the condensed consolidated financial statements and the notes thereto included in our audited condensed consolidated financial statements for the fiscal year ended February 3, 2019.

Due to the seasonality of the Company’s business, with the majority of our activity occurring in the fourth quarter of each fiscal year, the results of operations for the thirteen and thirty-nine weeks ended November 3, 2019 and November 4, 2018 are not necessarily indicative of results to be expected for the full fiscal year.

The Company was formed as a Delaware corporation on January 3, 2017, in connection with a corporate reorganization with SAC Acquisition LLC, a Delaware limited liability company, the predecessor entity to the Company and currently the largest stockholder of the Company. Pursuant to the terms of the reorganization, which was completed on March 22, 2017, SAC Acquisition LLC assigned, and the Company assumed all rights, title and interest to all assets and liabilities of SAC Acquisition LLC, including the intellectual property that is currently owned by the Company, in exchange for 6,000,000 shares of common stock of the Company.

The Company designs and sells foam filled furniture, sectional couches, and related accessories throughout the world. As of November 3, 2019, the Company operated 84 leased retail showrooms located throughout the United States. In addition, the Company operates a retail Internet website and does business to business transactions through its wholesale operations.

The Company has incurred significant operating losses and used cash in its operating activities since inception. Operating losses have resulted from inadequate sales levels for the cost structure and expenses as a result of expanding into new markets, opening new showrooms, and investments into advertising, marketing and infrastructure to support increases in revenues. The Company continues to open new retail showrooms in larger markets to increase sales levels and invest in advertising and marketing initiatives to increase brand awareness. Of course, there can be no assurance that anticipated sales levels will be achieved.

On June 22, 2018, the board of directors of the Company approved a 1-for-2.5 reverse stock split of the Company's shares of common stock. The reverse stock split became effective immediately prior to the closing of its initial public offering ("IPO"). All stock amounts included in these financial statements have been adjusted to reflect this reverse stock split.

On June 27, 2018, the Company completed its IPO, selling 4,025,000 shares of common stock at a price of \$16.00 per share. Net proceeds to the Company from the offering were approximately \$58.9 million after legal and underwriting expenses. The Company believes that based on its current sales and expense levels, projections for the next twelve months, the credit facility with Wells Fargo Bank, see Note 7, and the proceeds from the IPO, as well as the follow-on offering that was completed on May 21, 2019 in which the Company received approximately \$25.6 million (see below), the Company will have sufficient working capital to cover operating cash needs through the twelve-month period from the financial statement issuance date.

On October 29, 2018, certain selling stockholders conducted a secondary offering of 2,220,000 shares of common stock of the Company. The Company did not sell any shares or receive any proceeds from the sale of the common stock by the selling stockholders.

On May 21, 2019, the Company and certain of the Company's stockholders completed a primary and secondary public offering of an aggregate of 2,500,000 shares of common stock, which included 750,000 shares offered by the Company and 1,750,000 shares offered by certain selling stockholders of the Company, at a public offering price of \$36.00 per share. Net proceeds to the Company from the offering were approximately \$25.6 million after legal and underwriting expenses. On May 29, 2019, the underwriters also exercised an option to purchase up to an additional 375,000 shares of common stock from the selling stockholders. The Company did not receive any proceeds from the sale of the common stock by the selling stockholders.

Immediately prior to the follow-on offerings in October 2018 and May 2019, Mistral and its affiliates owned approximately 56% and 41% of our common stock, respectively. Immediately after the completion of the follow-on offerings, such entities owned approximately 41% and 28.8% of our common stock, respectively. As a result, we are no longer a "controlled company" within the meaning of the corporate governance standards of Nasdaq and we will, subject to certain transition periods permitted by Nasdaq rules, no longer rely on exemptions from corporate governance requirements that are available to controlled companies.

NOTE 2 - RECENT ACCOUNTING PRONOUNCEMENTS

Except as described below, the Company has considered all other recently issued accounting pronouncements and does not believe the adoption of such pronouncements will have a material impact on its financial statements. The Company, as an emerging growth company, has elected to use the extended transition period for complying with new or revised financial accounting standards.

The following new accounting pronouncements were adopted in fiscal 2020:

In August 2015, the Financial Accounting Standards Board (“FASB”) issued Accounting Standard Update (“ASU”) No. 2015-14, which defers the effective date of ASU No. 2014-09, Revenue from Contracts with Customers (Topic 606) by one year. ASU 2014-09 is a comprehensive new revenue recognition model requiring a company to recognize revenue to depict the transfer of goods or services to a customer at an amount reflecting the consideration it expects to receive in exchange for those goods or services. As a result, ASU 2015-14 is now effective for fiscal years, and interim periods within those years, beginning after December 15, 2018, which for the Company is fiscal 2020. We reviewed substantially all our contracts and other revenue streams and determined that while the application of the new standard did not have a material change in the amount of or timing for recognizing revenue, it did have a significant impact on our financial statement disclosures which are further discussed in Note 12 - Revenue Recognition.

In August 2016, FASB issued ASU 2016-15, Statement of Cash Flows: Clarification of Certain Cash Receipts and Cash Payments, which eliminates the diversity in practice related to classification of certain cash receipts and payments in the statement of cash flows, by adding or clarifying guidance on eight specific cash flow issues. ASU 2016-15 is effective for fiscal years beginning after December 15, 2018, and interim periods within fiscal years beginning after December 15, 2019. Early adoption is permitted, including adoption in an interim period. The Company adopted the guidance retrospectively effective February 4, 2019, which did not have a material effect on the Company’s condensed consolidated financial position and results of operations.

The following new accounting pronouncements, and related impacts on adoption are being evaluated by the Company:

In February 2016, FASB issued ASU No. 2016-02, Leases (Topic 842) amending lease guidance to increase transparency and comparability among organizations by recognizing lease assets and lease liabilities on the balance sheet and disclosing key information about leasing arrangements. ASU No. 2019-10 extended the effective date to fiscal years beginning after December 15, 2020, and interim periods within fiscal years beginning after December 15, 2021, with early adoption permitted. We will adopt this standard beginning with our fiscal 2021. Management has evaluated the impact ASU No. 2016-02 will have on these condensed consolidated financial statements. Based on the initial evaluation, we have determined that adopting this standard will have a material impact on our condensed consolidated balance sheet as we have a significant number of operating leases.

In June 2018, the FASB issued ASU 2018-07, *Improvements to Nonemployee Share-Based Payment Accounting* (Topic 718). ASU 2018-07 eliminates the separate accounting model for nonemployee share-based payment awards and generally requires companies to account for share-based payment transactions with nonemployees in the same way as share-based payment transactions with employees. The accounting remains different for attribution, which represents how the equity-based payment cost is recognized over the vesting period, and a contractual term election for valuing nonemployee equity share options. ASU 2018-07 is effective for fiscal years beginning after December 15, 2019, and interim periods within fiscal years beginning after December 15, 2020. Early adoption is permitted, but no earlier than an entity’s adoption of Topic 606. Management is currently evaluating the impact ASU 2018-07 will have on these condensed consolidated financial statements.

NOTE 3 - INTANGIBLE ASSETS, NET

A summary of intangible assets follows:

| | Estimated Life | November 3, 2019 | | |
|-------------------|-------------------|--------------------------|-----------------------------|------------------------|
| | | Gross Carrying Amount | Accumulated Amortization | Net Carrying Amount |
| Patents | 10 Years | \$ 1,753,196 | \$ (814,741) | \$ 938,455 |
| Trademarks | 3 Years | 971,004 | (709,185) | 261,819 |
| Other Intangibles | 5 Years | 839,737 | (839,737) | - |
| Total | | <u>\$ 3,563,937</u> | <u>\$ (2,363,663)</u> | <u>\$ 1,200,274</u> |

| | Estimated Life | February 3, 2019 | | |
|-------------------|-------------------|--------------------------|-----------------------------|------------------------|
| | | Gross Carrying Amount | Accumulated Amortization | Net Carrying Amount |
| Patents | 10 Years | \$ 1,406,336 | \$ (744,715) | \$ 661,621 |
| Trademarks | 3 Years | 868,586 | (589,248) | 279,338 |
| Other Intangibles | 5 Years | 839,737 | (838,365) | 1,372 |
| Total | | <u>\$ 3,114,659</u> | <u>\$ (2,172,328)</u> | <u>\$ 942,331</u> |

Amortization expense associated with intangible assets subject to amortization is included in depreciation and amortization expense on the accompanying condensed consolidated statements of operations. Amortization expense on other intangible assets was \$67,665 and \$59,930 and \$191,335 and \$138,266 for the thirteen and thirty-nine weeks ended November 3, 2019 and November 4, 2018 respectively.

As of November 3, 2019, estimated future amortization expense associated with intangible assets subject to amortization is as follows:

| | |
|--------------------------|---------------------|
| Remainder of Fiscal 2020 | \$ 68,455 |
| 2021 | 257,416 |
| 2022 | 216,417 |
| 2023 | 115,419 |
| 2024 | 111,702 |
| 2025 | 111,646 |
| Thereafter | 319,219 |
| | <u>\$ 1,200,274</u> |

NOTE 4 - INCOME TAXES

The Company continues to provide a full valuation allowance against its net deferred tax assets due to the uncertainty as to when business conditions will improve sufficiently to enable it to utilize its deferred tax assets. As a result, the Company did not record a federal or state tax benefit on its operating losses for the thirteen and thirty-nine weeks ended November 3, 2019 and November 4, 2018.

During the quarter ended November 4, 2019, the Company received a favorable ruling from the IRS regarding its NOL's which had been considered an uncertain tax position in the amount of approximately \$10.8 million as disclosed in the February 2, 2019 10-K. Since there is a full valuation reserve against the NOL's, this resolution has no impact on the Company's financial position or financial results. The Company does not anticipate any material adjustments relating to unrecognized tax benefits within the next twelve months; however, the ultimate outcome of tax matters is uncertain and unforeseen results can occur. We had no material interest or penalties during the thirteen and thirty-nine weeks ended November 3, 2019 and November 4, 2018, respectively, and we do not anticipate any such items during the next twelve months. Our policy is to record interest and penalties directly related to uncertain tax positions as income tax expense in the condensed consolidated statements of operations.

NOTE 5 - BASIC AND DILUTED NET LOSS PER COMMON SHARE

The following table presents the calculation of loss per share for the thirteen and thirty-nine weeks ended November 3, 2019 and November 4, 2018:

| | For the thirteen weeks ended | |
|---|---------------------------------|---------------------|
| | November 3, 2019 | November 4, 2018 |
| Numerator: | | |
| Net loss - Basic and diluted | \$ (6,748,310) | \$ (2,490,618) |
| Preferred dividends and deemed dividends | - | (408,919) |
| Net loss attributable to common shares | (6,748,310) | (2,899,537) |
| Denominator: | | |
| Weighted average number of common shares for basic and diluted net loss per share | 14,538,586 | 13,465,882 |
| Basic and diluted net loss per share | \$ (0.46) | \$ (0.22) |
| | | |
| | For the thirty-nine weeks ended | |
| | November 3, 2019 | November 4, 2018 |
| Numerator: | | |
| Net loss - Basic and diluted | \$ (20,621,086) | \$ (15,143,466) |
| Preferred dividends and deemed dividends | - | (27,832,998) |
| Net loss attributable to common shares | (20,621,086) | (42,976,464) |
| Denominator: | | |
| Weighted average number of common shares for basic and diluted net loss per share | 14,179,995 | 9,536,164 |
| Basic and diluted net loss per share | \$ (1.45) | \$ (4.51) |

Diluted net loss per common share includes, in periods in which they are dilutive, the effect of those potentially dilutive securities where the average market price of the common stock exceeds the exercise prices for the respective periods.

As of November 3, 2019, there were 1,729,331 of potentially dilutive shares which may be issued in the future, including 194,845 shares of common stock related to restricted stock units, 495,366 stock options and warrants to purchase 1,039,120 shares of common stock. As of November 4, 2018, there were 1,513,627 of potentially dilutive shares which may be issued in the future, including 432,902 shares of common stock relating to restricted stock and warrants to purchase 1,080,725 shares of common stock. These were excluded from the diluted loss per share calculation because the effect of including these potentially dilutive shares was antidilutive.

NOTE 6 - COMMITMENTS, CONTINGENCY AND RELATED PARTIES

Operating Lease Commitments

The Company leases its office, warehouse facilities and retail showrooms under operating lease agreements which expire at various dates through November 2029. Monthly payments related to these leases range from \$2,500 to \$45,600.

Expected future annual minimum rental payments under these leases follow:

| | |
|----------------|----------------------|
| Remainder 2020 | \$ 2,706,162 |
| 2021 | 9,989,613 |
| 2022 | 9,461,399 |
| 2023 | 9,127,538 |
| 2024 | 9,413,991 |
| 2025 | 7,743,625 |
| Thereafter | 17,303,641 |
| Total | <u>\$ 65,745,969</u> |

Legal Contingency

The Company is involved in various legal proceedings in the ordinary course of business. Management cannot presently predict the outcome of these matters, although management believes, based in part on the advice of counsel, that the ultimate resolution of these matters will not have a materially adverse effect on the Company's condensed consolidated financial position, results of operations or cash flows.

Related Parties

Mistral Capital Management, LLC ("Mistral"), an affiliate of the largest stockholder of the Company, performs management services for the Company under a contractual agreement. Management fees totaled approximately \$100,000 and \$300,000 for the thirteen and thirty-nine weeks ended November 3, 2019 and November 4, 2018 respectively, and are included in selling, general and administrative expenses. There were \$11,494 and \$0 amounts payable to Mistral as of November 3, 2019 and February 3, 2019, respectively. In addition, the Company reimbursed Mistral for expenses incurred in the amount of \$55,113 and \$0 for out of pocket expenses for the thirty-nine weeks ended November 3, 2019 and November 4, 2018, respectively. The Company reimbursed Mistral for out of pocket expenses incurred in the amount of \$16,113 and \$0 during the thirteen weeks ended November 3, 2019 and November 4, 2018, respectively. Management fees related to the IPO were \$0 and \$500,000 for the thirteen and thirty-nine weeks ended November 4, 2018 respectively, and are included in selling, general and administrative expenses. There were no such management fees related to the IPO for the thirteen and thirty-nine weeks ended November 3, 2019.

Satori Capital, LLC (“Satori”), an affiliate of two stockholders of the Company since April 2017, performs management services for the Company under a contractual agreement. Management fees totaled approximately \$25,000 and \$75,000 for the thirteen and thirty-nine weeks ended November 3, 2019 and November 4, 2018 respectively, and are included in selling, general and administrative expenses. There were no amounts payable to Satori as of November 3, 2019 and February 3, 2019. Management fees related to the IPO were \$0 and \$125,000 for the thirteen and thirty-nine weeks ended November 4, 2018 respectively, and are included in selling, general and administrative expenses. There were no such management fees for the thirteen and thirty-nine weeks ended November 3, 2019.

The Company engaged Blueport Commerce (“Blueport”), a company owned in part by investment vehicles affiliated with Mistral and an affiliate of Schottenstein Stores Corporation, an indirect investor in SAC Acquisition LLC, our largest shareholder, to evaluate a transition plan to convert to the Blueport platform. Certain directors are members and principals of Mistral or employees of Schottenstein Stores Corporation. The Company launched the Blueport platform in February 2018. There were \$435,000 and \$262,349 of fees incurred with Blueport sales transacted through the Commerce platform and on the conversion of the Commerce platform during the thirteen weeks ended November 3, 2019 and November 4, 2018 and \$1,202,831 and \$813,892 during the thirty-nine weeks ended November 3, 2019 and November 4, 2018, respectively. Amounts payable to Blueport as of November 3, 2019 and February 3, 2019 were \$137,500 and \$93,210, respectively, and are included in accrued expenses in the accompanying condensed consolidated balance sheets.

NOTE 7 - FINANCING ARRANGEMENTS

The Company had a line of credit with Siena Lending Group, LLC to borrow up to \$7.0 million, which matured on May 14, 2018. Borrowings were limited to the lesser of 75% of inventory or 85% of the net orderly liquidation value of inventory and may be reduced by certain liabilities of the Company. All amounts outstanding bore interest at the base rate, defined as the greatest of (i) Prime Rate published by The Wall Street Journal, (ii) Federal Funds Rate plus 0.5% or (iii) 3.25%, plus 3% (7.00% at February 4, 2018). The line was subject to a monthly unused line fee of 0.75%. The agreement was secured by the first lien on substantially all assets of the Company. In February 2018, the Company paid the outstanding loan balance of \$405, an early termination fee of \$70,000 and fully amortized the remaining deferred financing fees of \$48,149 on its line of credit with Siena Lending Group, LLC.

On February 6, 2018, the Company established a line of credit with Wells Fargo Bank, National Association (“Wells”). The line of credit with Wells allows the Company to borrow up to \$25.0 million and will mature in February 2023. Borrowings are limited to 90% of eligible credit card receivables plus 85% of eligible wholesale receivables plus 85% of the net recovery percentage for the eligible inventory multiplied by the value of such eligible inventory of the Company for the period from December 16 of each year until October 14 of the immediately following year, with a seasonal increase to 90% of the net recovery percentage for the period from October 15 of each year until December 15 of such year, seasonal advance rate, minus applicable reserves established by Wells. As of November 3, 2019, and November 4, 2018, the Company’s borrowing availability under the line of credit with Wells Fargo was \$13.5 million and \$11.3 million, respectively. As of November 3, 2019, there were no borrowings outstanding on this line of credit.

Under the line of credit with Wells, the Company may elect that revolving loans bear interest at a rate per annum equal to the base rate plus the applicable margin or the LIBOR rate plus the applicable margin. The applicable margin is based on tier’s relating to the quarterly average excess availability. The tiers range from 2.00% to 2.25%. The loan agreement calls for certain covenants including a timing of the financial statement’s threshold and a minimum excess availability threshold. On May 3, 2018, the Company elected a one-month revolving loan with a maturity date of June 4, 2018, that bears interest at the LIBOR rate plus the applicable margin for an all-in-rate of 3.1875%. The one-month revolving loan matured and was paid in full on June 4, 2018.

NOTE 8 - STOCKHOLDERS' EQUITY

Common Stock Warrants

In fiscal 2018, the Company completed financing transactions with funds and investment vehicles advised by Mistral, Satori, and executive management in which the Company originally issued 930,054 warrants to purchase common stock subject to adjustments in the exercise price as defined below. In consideration for agreeing to amend the outstanding preferred stock to automatically convert immediately prior to the completion of the IPO, on April 19, 2018, the Company and a majority of the holders of the warrants issued along with the preferred stock, agreed to amend and restate the warrants to replace the aggregate dollar value of each warrant with a fixed number of warrant shares. In order to prevent dilution of the purchase rights granted under the warrants, the exercise price was calculated based on certain factors described in the amendment.

On April 19, 2018, the above warrants were modified, and the Company updated the fair value of the warrants using the assumptions detailed below using a probability-weighted expected return. As the total fair value of the modified warrants was less than the total fair value of the original warrants, there was no financial statement impact on April 19, 2018. The modification resulted in the cancellation of the 930,054 warrants and the reissuance of 798,975 warrants.

On June 29, 2018, the Company completed a Qualified IPO and the exercise price was adjusted to equal the purchase price per share of common stock of \$16.00. The Company computed the value of the warrants with the updated assumptions using the Black-Scholes Model, as described below, and recorded the difference between the fair value of the new warrants compared to the old warrants as a deemed dividend of \$1,498,079.

There were 281,750 warrants, with a five-year term, issued to Roth Capital Partners, LLC as part of the underwriting agreement in connection with the Company's IPO. These warrants were valued using the Black-Scholes model, and remain outstanding as of November 3, 2019.

In the third quarter of fiscal 2019, the Company amended and restated warrants totaling 56,077 with a three-year term, valued using the Black-Scholes model. The Company recorded the difference between the fair value of the new warrants compared to the old warrants as a deemed dividend of \$408,919. These warrants were exercised in September 2018.

In fiscal 2020, the Company issued 18,166 warrants to a third party in connection with previous equity raise. These warrants were valued using the Black-Scholes model, with similar assumptions to the June 2018 warrants. The warrants had a fair value of approximately \$130,000. Of these warrants, 17,396 were exercised on May 14, 2019.

The warrants may be exercised at any time following the date of issuance during the period prior to their expiration date. The fair value of each warrant is estimated on the date of grant using the Black-Scholes model. Expected volatilities are based on comparable Companies' historical volatility, with consideration of the Company's volatility, which management believes represents the most accurate basis for estimating expected future volatility under the current circumstances. The risk-free rate is based on the U.S. treasury yield in effect at the time of the grant.

The following represents warrant activity during the thirty-nine weeks ended November 3, 2019 and November 4, 2018:

| | Average Exercise Price | Number of Warrants | Weighted Average Remaining Life |
|--|------------------------|--------------------|---------------------------------|
| Warrants Outstanding at February 4, 2018 | \$ 17.18 | 930,054 | 3.24 |
| Warrants issued | 18.56 | 1,136,802 | 3.65 |
| Expired and canceled | 17.18 | (930,054) | (3.20) |
| Exercised | 9.13 | (56,077) | 2.68 |
| Warrants Outstanding at November 4, 2018 | <u>\$ 16.83</u> | <u>1,080,725</u> | <u>3.17</u> |
| Warrants Outstanding at February 3, 2019 | \$ 16.83 | 1,067,475 | 2.93 |
| Warrants issued | 16.00 | 18,166 | 2.40 |
| Expired and canceled | - | - | - |
| Exercised | 16.00 | (46,521) | (2.15) |
| Warrants Outstanding at November 3, 2019 | <u>\$ 16.83</u> | <u>1,039,120</u> | <u>2.18</u> |

The majority of the 46,521 warrants exercised in fiscal 2020 were cashless, whereby the holders received less shares of common stock in lieu of a cash payment the Company, which resulted in the issuance of 27,246 common shares.

Equity Incentive Plans

The Company adopted the 2017 Equity Incentive Plan (the "Plan") which provides for Awards in the form of Options, Stock Appreciation rights, Restricted Stock Awards, Restricted Stock Units, Performance shares, Performance Units, Cash-Based Awards and Other Stock-Based Awards. All awards shall be granted within 10 years from the effective date of the Plan.

In April 2018, the board of directors of the Company approved an increase in shares of common stock reserved for issuance under the Plan from 420,000 to 604,612 shares of common stock.

On May 10, 2018, the Board of Directors approved an increase in shares of common stock reserved for issuance under the Plan from 604,612 to 615,066 shares of common stock.

On June 5, 2019, the shareholders approved an amendment and restatement of the Plan that among other things increased the number of shares of common stock reserved for issuance under the Plan from 615,066 to 1,414,889 share of common stock.

In June 2019, the Company granted 495,366 Non statutory Stock options to certain officers of the Company with an option price of \$38.10 per share. 100% of the stock options are subject to vesting on the first trading day after the date on which the closing price of the Company's stock price has been at least \$75 for 60 consecutive trading days so long as this goal has been attained by June 5, 2022 or the options will terminate. These options were valued using a Monte Carlo simulation model to account for the path dependent market conditions that stipulate when and whether or not the options shall vest.

A summary of the status of our stock options as of November 3, 2019, and the changes during the thirty-nine weeks ended November 3, 2019 is presented below:

| | Thirty-nine weeks ended Nov 3, 2019 | | | Aggregate intrinsic value |
|--------------------------------------|-------------------------------------|---------------------------------------|--|------------------------------|
| | Number of Options | Weighted average exercise price | Weighted average remaining contractual life (in years) | |
| Outstanding at February 3, 2019 | - | \$ - | - | - |
| Granted | 495,366 | 38.10 | - | - |
| Exercised | - | - | - | - |
| Canceled and forfeited | - | - | - | - |
| Expired | - | - | - | - |
| Vested | - | - | - | - |
| Outstanding at November 3, 2019 | 495,366 | \$ 38.10 | 2.59 | \$ - |
| Exercisable at the end of the period | - | \$ - | - | \$ - |

A summary of the status of our unvested restricted stock units as of November 3, 2019, and changes during the thirty-nine weeks then ended, is presented below:

| | Number of shares | Weighted Average grant date fair value |
|------------------------------|------------------|--|
| Unvested at February 3, 2019 | 377,286 | \$ 11.16 |
| Granted | 130,898 | 23.63 |
| Forfeited | (19,154) | 16.93 |
| Vested | (294,185) | 12.59 |
| Unvested at November 3, 2019 | <u>194,845</u> | <u>\$ 20.94</u> |

Equity based compensation expense was approximately \$0.6 million and \$4.0 million and for the thirteen and thirty-nine weeks ended November 3, 2019 and \$0.5 million and \$2.1 million and for the thirteen and thirty-nine weeks ended November 4, 2018, respectively. In the thirteen and thirty-nine weeks ended November 3, 2019, all the unvested restricted stock units for certain senior executives of the Company vested according to the accelerated vesting trigger in their restricted stock unit agreements. The triggering event was the market capitalization of the Company post IPO, exceeding \$300 million for 60 consecutive trading days and the expiration of the lockup-period. This accelerated vesting resulted in equity-based compensation in the amount of \$2.9 million.

The total unrecognized restricted stock unit compensation cost related to non-vested awards was \$4,966,401 as of November 3, 2019 and will be recognized in operations over a weighted average period of 2.57 years.

NOTE 9 - EMPLOYEE BENEFIT PLAN

In February 2017, the Company established the TLC 401(k) Plan (the "401(k) Plan") with Elective Deferrals beginning May 1, 2017. The Plan calls for Elective Deferral Contributions, Safe Harbor Matching Contributions and Profit-Sharing Contributions. All employees of The Lovesac Company (except for union employees and nonresident aliens) will be eligible to participate in the 401(k) Plan as of the day of the month which is coincident with or next follows the date on which they attain age 21 and complete one month of service. Participants will be able to contribute up to 100% of their eligible compensation to the 401(k) Plan subject to limitations with the IRS. The employer contributions to the 401(k) Plan were \$89,708 and \$65,566 for the thirteen weeks ended November 3, 2019 and November 4, 2018 and \$280,820 and \$215,790 for the thirty-nine weeks ended November 3, 2019 and November 4, 2018, respectively.

NOTE 10 - SEGMENT INFORMATION

We have determined that we operate within a single reporting segment. The chief operating decision maker of the Company is the Chief Executive Officer and President. The Company's operating segments are aggregated for financial reporting purposes because they are similar in each of the following areas including economic characteristics, class of consumer, nature of products and distribution method and products are a singular group of products which make up over 95% of net sales.

| | Thirteen weeks ended | | Thirty-nine weeks ended | |
|------------|----------------------|----------------------|-------------------------|-----------------------|
| | November 3, 2019 | November 4, 2018 | November 3, 2019 | November 4, 2018 |
| Sactionals | \$ 43,118,496 | \$ 34,129,363 | \$ 114,290,733 | \$ 77,344,128 |
| Sacs | 7,808,417 | 6,625,190 | 23,357,660 | 21,697,490 |
| Other | 1,170,319 | 931,376 | 3,553,617 | 2,662,121 |
| | <u>\$ 52,097,232</u> | <u>\$ 41,685,929</u> | <u>\$ 141,202,010</u> | <u>\$ 101,703,739</u> |

NOTE 11 - BARTER ARRANGEMENTS

The Company entered into a bartering arrangement with Icon International, Inc., a vendor, whereas the Company provided inventory in exchange for media credits. During fiscal 2018, the Company exchanged \$577,326 of inventory plus the cost of freight for certain media credits. To account for the exchange, the Company recorded the transfer of the inventory asset as a reduction of inventory and an increase to a prepaid media asset of \$534,407 which is included in "Prepaid and other current assets" on the accompanying condensed consolidated balance sheet. The Company had \$307,417 of unused media credits remaining as of February 4, 2018 that were used in full during fiscal 2019. During the thirteen and thirty-nine weeks ending November 3, 2019, the Company exchanged inventory with an estimated fair value of \$173,088 and \$698,260 plus the cost of freight for certain media credits. To account for the exchange, the Company recorded the transfer of the inventory asset as a reduction of inventory and an increase to a prepaid media asset of \$698,260 which is included in "Prepaid and other current assets" on the accompanying condensed consolidated balance sheet. The Company has \$511,617 of unused media credits remaining as of November 3, 2019.

The Company accounts for barter transactions under ASC Topic No. 845 "Nonmonetary Transactions." Barter transactions with commercial substance are recorded at the estimated fair value of the products exchanged, unless the products received have a more readily determinable estimated fair value. Revenue associated with barter transactions is recorded at the time of the exchange of the related assets.

NOTE 12 - REVENUE RECOGNITION

We implemented ASU 2015-04, Revenue from Contracts with Customers (Accounting Standards Codification Topic 606, "ASC 606"), in the first quarter of fiscal 2020 using modified retrospective method, which required the company to apply the new guidance retrospectively to revenue transactions completed on or after the effective date. Adopting this new standard had no material financial impact on our condensed consolidated financial statements but did result in enhanced presentation and disclosures.

Our revenue consists substantially of product sales. We report product sales net of discounts and recognize them at the point in time when control transfers to the customer, which occurs upon shipment is confirmed.

Estimated refunds for returns and allowances are recorded using our historical return patterns, adjusting for any changes in returns policies. We record estimated refunds for net sales returns on a monthly basis as a reduction of net sales and cost of sales on the statement of operations and an increase in inventory and customers returns liability on the balance sheet. As of November 3, 2019, there was a returns allowance recorded on the balance sheet in the amount \$581,109, which was in accrued expenses and \$165,052 associated with sales returns in merchandise inventories.

In some cases, deposits are received before the company transfers control, resulting in contract liabilities. These contract's liabilities are reported as deposits on the Company's balance sheet. As of November 3, 2019, and February 3, 2019, the Company recorded under customer deposit liabilities the amount of \$3,427,184 and \$1,059,957 respectively. During the thirty-nine weeks ended November 3, 2019, we recognized \$1,059,957 related to our customer deposits from fiscal 2019.

Upon adoption of ASC 606, we have elected the following accounting policies and practical expedients:

We recognize shipping and handling expense as fulfillment activities (rather than as a promised good or service) when the activities are performed even if those activities are performed after the control of the good has been transferred. Accordingly, we record the expenses for shipping and handling activities at the same time we recognize revenue.

We exclude from the measurement of the transaction price all taxes imposed on and concurrent with a specific revenue-producing transaction and collected by the entity from a customer, including sales, use, excise, value-added, and franchise taxes (collectively referred to as sales taxes).

The Company does not adjust revenue for the effects of any financing components if the contract has a duration of one year or less, as the Company receives payment from the customer within one year from when it transferred control of the related goods.

The Company offers its products through an inventory lean omni-channel platform that provides a seamless and meaningful experience to its customers in showrooms and through the internet. The other channel predominantly represents sales through the use of pop-up shops that typically average ten days at a time and are staffed with associates trained to demonstrate and sell our product. The following represents sales disaggregated by channel:

| | Thirteen weeks ended | | Thirty-nine weeks ended | |
|-----------|----------------------|----------------------|-------------------------|-----------------------|
| | November 3, 2019 | November 4, 2018 | November 3, 2019 | November 4, 2018 |
| Showrooms | \$ 32,473,878 | \$ 28,043,376 | \$ 90,660,653 | \$ 69,616,376 |
| Internet | 11,415,819 | 7,728,765 | 29,331,302 | 17,810,765 |
| Other | 8,207,535 | 5,913,788 | 21,210,055 | 14,276,598 |
| | <u>\$ 52,097,232</u> | <u>\$ 41,685,929</u> | <u>\$ 141,202,010</u> | <u>\$ 101,703,739</u> |

See Note 10 for sales disaggregated by product

NOTE 13 - SUBSEQUENT EVENTS

The Company has evaluated events and transactions subsequent to November 3, 2019 through the date the condensed consolidated financial statements were issued.

On December 18, 2019, in connection with the distribution of the shares of common stock held by SAC Acquisition LLC ("SAC"), certain individuals that held options to acquire common units in SAC, which included officers of the Company, completed an offer to exchange those options for shares the Company's common stock that SAC held prior to the exchange. As part of this exchange, SAC transferred to the Company 175,390 shares of common stock of the Company, which constituted the shares to be received by the option holders pursuant to the exchange. Subsequently, the Company issued to the former option holders who elected to participate in the exchange those shares and withheld 73,507 shares which will be treated as treasury stock in exchange for the Company paying the former option holders' payroll taxes associated with the issuance.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our condensed consolidated financial statements and related notes appearing elsewhere in this Quarterly Report on Form 10-Q. As discussed in the section titled "Note About Forward-Looking Statements," the following discussion and analysis contains forward-looking statements that involve risks and uncertainties, as well as assumptions that, if they never materialize or prove incorrect, could cause our results to differ materially from those expressed or implied by such forward-looking statements. Factors that could cause or contribute to these differences include, but are not limited to, those identified below and those discussed in the section titled "Risk Factors" under Part II, Item 1A in this Quarterly Report on Form 10-Q.

We operate on a 52- or 53-week fiscal year that ends on the Sunday closest to February 1. Each fiscal year generally is comprised of four 13-week fiscal quarters, although in the years with 53 weeks, the fourth quarter represents a 14-week period.

Overview

We are a technology driven, omni-channel company that designs, manufactures and sells unique, high quality furniture comprised of modular couches called Sactionals and premium foam beanbag chairs called Sacs. We market and sell our products through modern and efficient showrooms and, increasingly, through online sales. We believe that our ecommerce centric approach, coupled with our ability to deliver our large upholstered products through nationwide express couriers, is unique to the furniture industry.

The name "Lovesac" was derived from our original innovative product, a premium foam beanbag chair, the Sac. The Sac was developed in 1995 and provided the foundation for the Company. We believe that the large size, comfortable foam filling and irreverent branding of our Sacs products have been instrumental in growing a loyal customer base and our positive, fun image. Sales of this product have been increasing on an annual basis, representing \$7.8 million and \$23.4 million in the thirteen and thirty-nine weeks ended November 3, 2019, as compared to \$6.6 million and \$21.7 million for the thirteen and thirty-nine weeks ended November 4, 2018. We are currently reviewing our allocation methodology of the application of product discounts to each product segment of our business which we believe will provide a more comparative view of product category growth on a go forward basis.

Our Sactionals product line currently represents a majority of our sales. Sactionals are a couch system that consists of two components, seats and sides, which can be arranged, rearranged and expanded into thousands of configurations easily and without tools. Our Sactional products include a number of patented features relating to their geometry and modularity, coupling mechanisms and other features. We believe that these high quality premium priced products enhance our brand image and customer loyalty and expect them to continue to garner a significant share of our sales. Our Sactionals represented 82.8% and 80.9% of our sales for the thirteen and thirty-nine weeks ended November 3, 2019, respectively or \$43.1 million and \$114.3 million as compared to 81.9% and 76.0% of sales for the thirteen and thirty-nine weeks ended November 4, 2018 or \$34.1 million and \$77.3 million, respectively. We are currently reviewing our allocation methodology of the application of product discounts to each product segment of our business which we believe will provide a more comparative view of product category growth on a go forward basis.

Sacs and Sactionals come in a wide variety of colors and fabrics that allow consumers to customize their purchases in numerous configurations and styles. We provide lifetime warranties on our Sactionals frames and the foam used in both product lines, and 3-year warranties on our covers. Our Designed for Life trademark reflects our dynamic product line that is built to last and evolve throughout a customer's life. Customers can continually update their Sacs and Sactionals with new covers, additions and configurations to accommodate changes in their family and housing situations.

We believe the strength of our brand is reflected in the number of customers who routinely share their purchases of Lovesac products with their friends through social media, often displaying our logos or company name in their posts. Our customers include celebrities and other influencers who support our brand through postings made on an uncompensated and unsolicited basis. As of November 3, 2019, we had approximately 832,000 followers on Facebook and 409,000 followers on Instagram.

We currently market and sell our products through 84 showrooms at top tier malls, lifestyle centers and street locations in 32 states in the U.S. Our modern, efficient showrooms are designed to appeal to millennials and other purchasers looking for comfortable, enduring, premium furniture. They showcase the different sizes of our Sacs, the myriad forms into which our Sactionals can be configured, and the large variety of fabrics that can be used to cover our products. Our retail showrooms are technology driven and focused on educating prospective customers about the many benefits of our unique products, enabling us to require just 498 to 1,350 square feet for each showroom.

As part of our direct to consumer sales approach, we also sell our products through our ecommerce platform. We believe our products are uniquely suited to this channel. Our foam-based Sacs can be reduced to one-eighth of their normal size and each of our Sactionals components weighs less than 50 pounds upon shipping. With furniture especially suited to ecommerce applications, our sales completed through this channel accounted for 21.9% and 20.8% of our total sales for the thirteen and thirty-nine weeks ended November 3, 2019 and November 4, 2018, respectively, up from 18.5% and 17.5% for the thirteen and thirty-nine weeks ended November 3, 2019 and November 4, 2018, respectively. Our showrooms and other direct advertising and marketing efforts work in concert to drive customer conversion in ecommerce.

Despite the increase in sales of both our Sacs and Sactionals, net losses were \$6.7 million and \$20.6 million for the thirteen and thirty-nine weeks ended November 3, 2019 respectively, and \$2.5 million and \$15.1 million for the thirteen and thirty-nine weeks ended November 4, 2018 respectively; primarily due to increased spending on showrooms, advertising, marketing and financing related costs.

Product Overview

We challenge the notion that a piece of furniture is static by offering a dynamic product line built to last and evolve throughout a customer's life. Our products serve as a set of building blocks that can be rearranged, restyled and re-upholstered with any new setting, mitigating constant changes in fashion and style.

- **Sactionals.** We believe our Sactionals platform is unlike competing products in its adaptability yet is comparable aesthetically to similarly priced premium couches and sectionals. Our Sactional products include a number of patented features relating to their geometry and modularity, coupling mechanisms and other features. Utilizing only two, standardized pieces, "seats" and "sides," and over 250 high quality, tight-fitting covers that are removable, washable, and changeable, customers can create numerous permutations of a sectional couch with minimal effort. Customization is further enhanced with our specialty-shaped modular offerings, such as our wedge seat and roll arm side. Our custom features and accessories can be added easily and quickly to a Sactional to meet endless design, style and utility preferences, reflecting our Designed for Life philosophy. Sactionals are built to meet the highest durability and structural standards applicable to fixed couches. Sactionals are comprised of standardized units and we guarantee their compatibility over time, which we believe is a major pillar of their value proposition to the consumer.
- **Sacs.** We believe that our Sacs product line is a category leader in oversized beanbags. The Sac product line offers 6 different sizes ranging from 22 pounds to 95 pounds with capacity to seat 3+ people on the larger model Sacs. Filled with Durafoam, a blend of shredded foam, Sacs provide serene comfort and guaranteed durability. Their removable covers are machine washable and may be easily replaced with a wide selection of cover offerings.
- **Accessories.** Our accessories complement our Sacs and Sactionals by increasing their adaptability to meet evolving consumer demands and preferences. Our current product line offers Sactional-specific drink holders, footsac blankets, decorative pillows, fitted seat tables and ottomans in varying styles and finishes, providing our customers with the flexibility to customize their furnishings with decorative and practical add-ons to meet evolving style preferences. We are in the process of developing additional accessories for the tech-savvy consumer.

Sales Channels

We offer our products through an omni-channel platform that provides a seamless and meaningful experience to our customers online and in-store. Compared to traditional retailers, our showrooms require significantly less square footage because of our need to have only a few in-store sample configurations for display and our ability to stack our inventory for immediate sale. Our retail showrooms are technology driven and focused on educating prospective customers about the many benefits of our unique products, enabling us to require just 498 to 1,794 square feet for each showroom. The small footprint requirement provides a cost advantage and flexibility in locating our showrooms strategically in A-rated malls and street locations in our target markets. These logistical advantages underlie our broader tech-driven, Internet-based business model, where we leverage our showrooms as both a traditional retail channel to purchase our products and an educational center for prospective online customers to learn about and interact with our products in real time.

Through our fast growing mobile and ecommerce channel, we are able to significantly enhance the consumer shopping experience for home furnishings, driving deeper brand engagement and loyalty, while simultaneously driving favorable margin expansion. Our technology capabilities are robust, and we are well positioned to benefit from the growing consumer preference to transact via mobile devices. We leverage our strong social media presence and showroom footprint to drive traffic toward our ecommerce platform, where product testimonials and inspirational stories from our Lovesac community create a more engaging consumer experience for our customers. Additionally, our products' compact packaging facilitates consistent production scheduling, outsourcing of delivery and lower shipping costs, allowing us to quickly and cost-effectively deliver online orders.

We have also enhanced our sales through the use of pop-up shops and shop in shops. The pop-up shop showrooms display select Sacs and Sactionals and are staffed with associates trained to demonstrate and sell our products. Unlike the pop-up shops which are 10-day shows, and pop-up locations, shop in shops are designed to be in permanent locations carrying the same digital technology of our showrooms and will be staffed with associates trained to demonstrate and sell our products. We have an ongoing working relationship with Costco to operate pop-up shop showrooms that typically average ten days at a time. Due to the success of our pop-up shops, we worked with Costco to bring an eighteen-day Internet pop-up shops to Costco.com, in which our products were offered for purchase through the Costco.com website. The Costco.com Internet pop-up shops generated nearly \$600,000 in the eighteen days and due to the success, we have scheduled an additional Internet pop-up shop to occur before the end of fiscal 2020. In the thirteen and thirty-nine weeks ended November 3, 2019, we hosted over 192 and 560 pop-up shop showrooms at Costco locations respectively; up from 155 and 412 Costco pop-up shops hosted in the thirteen and thirty-nine weeks ended November 4, 2018, respectively. We continue to explore other shop in shop and pop-up shop partnerships and opportunities to promote our products and facilitate customers interacting with our products in the real world. Other sales which includes pop-up shop sales accounted for 15.8% and 15.0% of our total sales for the thirteen and thirty-nine weeks ended November 3, 2019, up from 14.2% and 14.0% for the thirteen and thirty-nine weeks ended November 4, 2018, respectively.

SELECTED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

The following tables present our summary condensed consolidated financial and other data as of and for the periods indicated. The condensed consolidated statement of operations data and the condensed consolidated statement of cash flow data for the thirteen and thirty-nine weeks ended November 3, 2019 and the summary condensed consolidated balance sheet data as of November 3, 2019, are derived from our unaudited condensed consolidated financial statements included elsewhere in this Quarterly Report filed on Form 10-Q and have been prepared on the same basis as the audited condensed consolidated financial statements.

The summarized financial information presented below is derived from and should be read in conjunction with our audited condensed consolidated financial statements including the notes to those financial statements and our unaudited condensed consolidated financial statements including the notes to those financial statements both of which are included elsewhere in this Quarterly Report filed on Form 10-Q along with the section entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations." Our historical results are not necessarily indicative of our future results.

| | Thirteen weeks ended | | Thirty-Nine weeks ended | |
|---|----------------------|---------------------|-------------------------|---------------------|
| | November 3, 2019 | November 4, 2018 | November 3, 2019 | November 4, 2018 |
| (dollars in thousands, except share and per share data) | | | | |
| Condensed Consolidated Statement of Operations Data: | | | | |
| Net Sales | | | | |
| Showrooms | \$ 32,474 | \$ 28,043 | \$ 90,661 | \$ 69,616 |
| Internet | 11,416 | 7,729 | 29,331 | 17,811 |
| Other | 8,208 | 5,914 | 21,210 | 14,277 |
| Total net sales | <u>52,098</u> | <u>41,686</u> | <u>141,202</u> | <u>101,704</u> |
| Cost of merchandise sold | <u>25,844</u> | <u>18,799</u> | <u>69,671</u> | <u>46,331</u> |
| Gross profit | 26,254 | 22,887 | 71,531 | 55,373 |
| Operating Expenses | | | | |
| Selling, general and administrative expenses | 24,485 | 19,329 | 70,303 | 54,978 |
| Advertising and marketing | 7,258 | 5,165 | 18,718 | 13,167 |
| Depreciation and amortization | 1,377 | 1,084 | 3,648 | 2,513 |
| Total operating expenses | <u>33,120</u> | <u>25,578</u> | <u>92,669</u> | <u>70,658</u> |
| Operating loss | (6,866) | (2,691) | (21,138) | (15,285) |
| Interest income, net | 134 | 201 | 538 | 142 |
| Net loss before taxes | (6,732) | (2,490) | (20,600) | (15,143) |
| Provision for income taxes | (16) | - | (21) | - |
| Net Loss | <u>\$ (6,748)</u> | <u>\$ (2,490)</u> | <u>\$ (20,621)</u> | <u>\$ (15,143)</u> |
| Net Loss Attributable to Common Stockholders (a) | <u>\$ (6,748)</u> | <u>\$ (2,899)</u> | <u>\$ (20,621)</u> | <u>\$ (42,976)</u> |
| Numerator: (a) | | | | |
| Net loss- Basic and diluted | \$ (6,748) | \$ (2,490) | \$ (20,621) | \$ (15,143) |
| Preferred dividends and deemed dividends | - | (409) | - | (27,833) |
| Net loss attributable to common shares | <u>\$ (6,748)</u> | <u>\$ (2,899)</u> | <u>\$ (20,621)</u> | <u>\$ (42,976)</u> |
| Net Loss per Common Share: | | | | |
| Net loss per common share (basic and diluted) (1)(2) | <u>\$ (0.46)</u> | <u>\$ (.22)</u> | <u>\$ (1.45)</u> | <u>\$ (4.51)</u> |
| Weighted average number of common shares for basic and diluted net loss per share | <u>14,538,586</u> | <u>13,465,882</u> | <u>14,179,995</u> | <u>9,536,164</u> |

| (dollars in thousands) | Thirteen weeks ended November 3, 2019 | Thirteen weeks ended November 4, 2018 | Thirty-nine weeks ended November 3, 2019 | Thirty-nine weeks ended November 4, 2018 |
|------------------------|--|--|--|--|
| EBITDA (3)(4) | \$ (5,488) | \$ (1,607) | \$ (17,489) | \$ (12,488) |
| Adjusted EBITDA (3)(4) | \$ (3,729) | \$ (391) | \$ (11,695) | \$ (6,276) |

| (dollar in thousands) | Thirty-nine weeks ended | |
|--|-------------------------|---------------------|
| | November 3, 2019 | November 4, 2018 |
| Condensed Consolidated Statement of Cash flow Data: | | |
| Net cash used in operating activities | \$ (36,438) | \$ (14,223) |
| Net cash used in investing activities | (6,984) | (8,877) |
| Net cash provided by financing activities | 22,247 | 58,608 |
| Net change in cash and cash equivalents | (21,175) | 35,508 |
| Cash and cash equivalents at the end of the period | 27,896 | 44,684 |

- (1) For the calculation of basic and diluted net loss per share, see Note 5 and Note 8 to our condensed consolidated financial statements. The weighted average number of common shares used in computing net loss per common share gives the effect of the 1-for-2.5 reverse stock split of our common stock that occurred immediately prior to the closing of our IPO.
- (2) For the thirteen and thirty-nine weeks ended November 4, 2018, our net loss per common share increased as a result of the inducement offer made to preferred stockholders.
- (3) EBITDA (as defined below) and Adjusted EBITDA, our “Non-GAAP Measures”, are supplemental measures of financial performance that are not required by, or presented in accordance with, GAAP. We believe that EBITDA and Adjusted EBITDA are useful measures of operating performance, as they eliminate expenses that are not reflective of the underlying business performance, facilitate a comparison of our operating performance on a consistent basis from period-to-period and provide for a more complete understanding of factors and trends affecting our business. Additionally, EBITDA is frequently used by analysts, investors and other interested parties to evaluate companies in our industry. We use EBITDA and Adjusted EBITDA, alongside GAAP measures such as gross profit, operating income (loss) and net income (loss), to measure and evaluate our operating performance and we believe these measures are useful to investors in evaluating our operating performance. We expect to continue to experience positive Adjusted EBITDA dollars for fiscal 2020.

Our Non-GAAP Measures are not GAAP measures of our financial performance or liquidity and should not be considered as alternatives to net income (loss) or net income (loss) per share as a measure of financial performance, cash flows from operating activities as a measure of liquidity, or any other performance measure derived in accordance with GAAP. They should not be construed as an inference that our future results will be unaffected by unusual or non-recurring items. Additionally, our Non-GAAP Measures are not intended to be measures of free cash flow for management's discretionary use, as they do not consider certain cash requirements such as tax payments and debt service requirements and certain other cash costs that may recur in the future. Our Non-GAAP Measures contain certain other limitations, including the failure to reflect our cash expenditures, cash requirements for working capital needs and cash costs to replace assets being depreciated and amortized. In addition, our Non-GAAP Measures exclude certain non-recurring and other charges.

You should be aware that in the future we may incur expenses that are the same as or similar to some of the adjustments in our Non-GAAP Measures. Our presentation of our Non-GAAP Measures should not be construed to imply that our future results will be unaffected by any such adjustments. Management compensates for these limitations by relying primarily on our GAAP results and by using our Non-GAAP Measures as supplemental information. Our Non-GAAP Measures are not necessarily comparable to other similarly titled captions of other companies due to different methods of calculation.

- (4) We define "EBITDA" as earnings before interest, taxes, depreciation and amortization. We define "Adjusted EBITDA" as EBITDA adjusted for the impact of certain non-cash and other items that we do not consider in our evaluation of ongoing operating performance. These items include management fees, equity-based compensation expense, write-offs of property and equipment, deferred rent, financing expenses and certain other charges and gains that we do not believe reflect our underlying business performance. The following provides a reconciliation of net loss to EBITDA and Adjusted EBITDA for the periods presented:

| (dollars in thousands) | Thirteen weeks ended November 3, 2019 | Thirteen weeks ended November 4, 2018 | Thirty-nine weeks ended November 3, 2019 | Thirty-nine weeks ended November 4, 2018 |
|---|--|--|--|--|
| Net loss | \$ (6,748) | \$ (2,490) | \$ (20,621) | \$ (15,143) |
| Interest income, net | (134) | (201) | (538) | 142 |
| Provision for income taxes | 16 | - | 21 | - |
| Depreciation and amortization | 1,378 | 1,084 | 3,649 | 2,513 |
| EBITDA | (5,488) | (1,607) | (17,489) | (12,488) |
| Management fees (a)(b) | 141 | 125 | 438 | 992 |
| Deferred rent (c) | 816 | 131 | 904 | 382 |
| Equity based compensation (d) | 628 | 516 | 4,021 | 2,850 |
| Net (gain) loss on the disposal of property and equipment (e) | - | - | (167) | 6 |
| Other non-recurring expenses (f)(g) | 174 | 444 | 598 | 1,982 |
| Adjusted EBITDA | \$ (3,729) | \$ (391) | \$ (11,695) | \$ (6,276) |

- (a) Management fees in the thirteen weeks ended November 3, 2019 are made up of \$141 monitoring fees. Management fees in the thirteen weeks ended November 4, 2018 are made up of monitoring fees of \$125.

- (b) Management fees in the thirty-nine weeks ended November 4, 2019 are made up of \$438 monitoring fees. Management fees in the thirty-nine weeks ended November 4, 2018 are made up of monitoring fees of \$367 and one time payments of \$625 relating to the IPO.
- (c) Represents the difference between rent expense recorded and the amount paid by the Company. In accordance with GAAP, the Company records monthly rent expense equal to the total of the payments due over the lease term, divided by the number of months of the lease terms.
- (d) Represents expenses associated stock options and restricted stock units granted to our management and equity sponsors.
- (e) Represents the net (gain) loss on the disposal of property and equipment.
- (f) Other expenses in the thirteen weeks ended November 3, 2019 are made up of: (1) \$76 in financing fees associated with our primary and secondary offering and (2) \$98 in executive recruitment fees. Other expenses in the thirteen weeks ended November 4, 2018 are made up of: (1) \$110 in fees and costs associated with our fundraising and reorganizing activities including the legal and professional services incurred in connections with such activities; (2) \$261 in legal fees related to the secondary offering (3) \$29 in fees paid for investor relations and public relations relating to the IPO and (4) \$44 in executive recruitment fees to build executive management team.
- (g) Other expenses in the thirty-nine weeks ended November 3, 2019 are made up of: (1) \$247 in recruitment fees to build executive management team and Board of Directors; (2) \$268 in fees associated with our primary and secondary shares offerings and (3) \$83 in financing fees associated with our secondary offering. Other expenses in the thirty-nine weeks ended November 4, 2018 are made up of: (1) \$341 in fees and costs associated with our fundraising and reorganizing activities including the legal and professional services incurred in connection with such activities; (2) \$84 in travel and logistical costs associated with the offering; (3) \$198 in accounting fees related to the offering; (4) \$450 in IPO bonuses paid to executives; (5) \$508 in fees paid for investor relations and public relations relating to the IPO (6) \$140 in executive recruitment fees to build executive management team and (7) \$261 in legal fees relating to the secondary offering.

How We Assess the Performance of Our Business

In assessing the performance of our business, we consider a variety of financial and operating measures, including the following:

Net Sales

Net sales reflect our sale of merchandise plus shipping and handling revenue collected from our customers, less returns and discounts. Sales made at Company operated showrooms, including pop-up shops, are recognized at the point of sale when payment is tendered, and ownership is transferred to the customer, which may occur after the sale. Sales of merchandise via the Internet are recognized upon receipt and verification of payment and shipment of the merchandise to the customer. We expect to continue to experience growth in net sales and Internet sales to increase as a percentage to total sales, with fiscal 2020 growth to be between 40% and 42% over fiscal 2019.

Gross Profit

Gross profit is equal to our net sales less cost of merchandise sold. Gross profit as a percentage of our net sales is referred to as gross margin. We expect fiscal 2020 gross profit margin to be lower than fiscal 2019 gross profit margin relating to the continued impact of product and margin shift, tariffs and investment into warehousing and distribution infrastructure to support growth. The 25% tariff is being mitigated in total dollars but will have impact on margin percent.

Selling, General and Administrative Expenses

Selling, general and administrative expenses include all operating costs, other than advertising and marketing expense, not included in cost of merchandise sold. These expenses include all payroll and payroll-related expenses; showroom expenses, including occupancy costs related to showroom operations, such as rent and common area maintenance; occupancy and expenses related to many of our operations at our headquarters, including utilities, equity based compensation, financing related expense and public company expenses. Selling, general and administrative expenses as a percentage of net sales is usually higher in lower volume quarters and lower in higher volume quarters because a significant portion of the costs are relatively fixed.

Our recent revenue growth has been accompanied by increased selling, general and administrative expenses. The most significant components of these increases are payroll and rent costs. We expect these expenses, as well as rent expense associated with the opening of new showrooms, to increase as we grow our business. We expect to leverage total selling, general and administrative expenses as a percentage of sales as sales volumes continue to grow. We expect to invest in infrastructure over the next 18 months to support the Company's growth. These investments will lessen the impact of expense leveraging during the period of investment with the greater impact of expense leveraging happening after the period of investment.

As a result of our IPO, we incurred additional legal, accounting and other expenses that we did not incur as a private company, including costs associated with public company reporting and corporate governance requirements. These requirements include compliance with the Sarbanes-Oxley Act of 2002, the Dodd-Frank Wall Street Reform and Consumer Protection Act, other rules implemented by the SEC and applicable Nasdaq stock exchange rules. These rules and regulations have substantially increased our legal and financial compliance costs, made certain financial reporting and other activities more time-consuming and costlier, and have required our management and other personnel to devote substantial time to these requirements. In this regard, we have hired additional accounting and financial staff with appropriate public company experience and technical accounting knowledge.

Advertising and marketing

Advertising and marketing expense include digital, social, and traditional advertising and marketing initiatives that cover all of our business channels. Advertising and marketing expense will continue to increase as a percentage to sales as we continue to invest in advertising and marketing which has accelerated sales growth. We expect to continue to maintain our advertising and marketing investments at 10%-12% on an annual basis for this fiscal year. The investment by quarter may vary greatly.

Basis of Presentation and Results of Operations

The following table sets forth, for the periods presented, our condensed consolidated statement of operations data as a percentage of total revenues:

| | Thirteen Weeks Ended | | Thirty-nine Weeks Ended | |
|--|----------------------|---------------------|-------------------------|---------------------|
| | November 3, 2019 | November 4, 2018 | November 3, 2019 | November 4, 2018 |
| Statement of Operations Data: | | | | |
| Net Sales | 100% | 100% | 100% | 100% |
| Cost of merchandise sold | 50% | 45% | 49% | 46% |
| Gross profit | 50% | 55% | 51% | 54% |
| Selling, general and administrative expenses | 47% | 46% | 50% | 54% |
| Advertising and marketing | 14% | 12% | 13% | 13% |
| Depreciation and amortization | 2% | 3% | 3% | 2% |
| Operating loss | -13% | -6% | -15% | -15% |
| Interest income, net | 0% | 0% | 0% | 0% |
| Net loss before taxes | -13% | -6% | -15% | -15% |
| Provision for income taxes | 0% | 0% | 0% | 0% |
| Net loss | -13% | -6% | -15% | -15% |

Thirteen weeks ended November 3, 2019 Compared to the Thirteen weeks ended November 4, 2018

Net sales

Net sales increased \$10.4 million, or 25.0%, to \$52.1 million in the thirteen weeks ended November 3, 2019 compared to \$41.7 million in the thirteen weeks ended November 4, 2018. The increase in net sales is primarily due to an increase in the total number of units sold by approximately 35,158, which reflects a higher average order volume per customer and was accompanied by an increase in new customers, which grew by 12.1% in the thirteen weeks ended November 3, 2019 as compared to 58.9% in the thirteen weeks ended November 4, 2018. We had 84 and 77 showrooms open as of November 3, 2019 and November 4, 2018, respectively. We opened four additional showrooms and closed zero showrooms in the thirteen weeks ended November 3, 2019. Showrooms sales increased \$4.4 million, or 15.8%, to \$32.5 million in the thirteen weeks ended November 3, 2019 as compared to \$28.0 million in thirteen weeks ended November 4, 2018. This increase was due in large part to our comparable showroom sales demand increase of \$6.2 million, or 27.1%, to \$29.1 million in the thirteen weeks ended November 3, 2019 compared to \$22.9 million in thirteen weeks ended November 4, 2018. Demand sales represent orders placed through our showrooms which does not always reflect the point at which when control transfers to the customer, which occurs upon shipment being confirmed. See Note 12 to the condensed consolidated financial statements. We believe sales demand is a more accurate way to measure showroom performance and how our showroom associates are incentivized. Retail sales per selling square foot increased \$60, or 14.8%, to \$466 in the thirteen weeks ended November 3, 2019 compared to \$406 in the thirteen weeks ended November 4, 2018. Internet sales (sales made directly to customers through our ecommerce channel) increased \$3.7 million, or 47.7%, to \$11.4 million in the thirteen weeks ended November 3, 2019 compared to \$7.7 million for the thirteen weeks ended November 4, 2018. We believe that the increase in both showroom and Internet sales was due primarily to our customers' favorable reaction to our Sactionals products, the opening of additional showrooms, the redesign of our showrooms and our increased advertising and marketing initiatives. Other sales, which include pop-up shop sales and shop in shop sales, increased \$2.3 million, or 38.8%, to \$8.2 million in the thirteen weeks ended November 3, 2019 as compared to \$5.9 million in the thirteen weeks ended November 4, 2018. This increase was due in large part to our increase in the use of pop-up shops and the addition of shop in shops. We expect to continue to experience healthy growth in net sales and Internet sales to increase as a percentage of total sales.

Gross profit

Gross profit increased \$3.4 million, or 14.7%, to \$26.3 million in the thirteen weeks ended November 3, 2019 from \$22.9 million in the thirteen weeks ended November 4, 2018. Gross margin decreased to 50.4% of net sales in the thirteen weeks ended November 3, 2019 from 54.9% of net sales in the thirteen weeks ended November 4, 2018. The decrease in gross margin percentage of 4.5% was driven primarily by the impact of the 25% China tariffs. The decrease in gross margin was partially offset by reduced costs of our Sactionals and Sacs products. The decrease in costs of our Sactionals and Sacs products was primarily related to cost savings from a change in the sourcing of our Lovesoft and down blend fills in addition to an ongoing shift of manufacturing to Vietnam.

We expect fiscal 2020 gross profit margin to be lower than fiscal 2019 gross profit margin relating to the continued impact of product and margin shift, tariffs and investment into warehousing and distribution infrastructure to support growth. In fiscal 2020, the effect of 25% tariffs are being mitigated in total dollars but will have impact on margin percent.

Selling, general and administrative expenses

Selling, general and administrative expenses increased \$5.2 million, or 26.7%, to \$24.5 million in the third quarter of fiscal 2020 compared to \$19.3 million in the prior year period. The increase in selling, general and administrative expenses was primarily related to an increase in employment costs of \$1.6 million, \$0.9 million of increased rent associated with our addition of four showrooms offset by a reduction of \$0.1 million of expenses related to sales such as an increase of \$0.4 million of credit card fees, offset by a reduction of \$0.5 million of pop-up shop sales agent fees. Overhead expenses increased \$2.8 million consisting of an increase of \$2.3 million in infrastructure improvements, increase in equity-based compensation of \$0.1 million, and an increase of \$0.4 million related to operating costs of the business such as insurance.

Selling, general and administrative expenses were 47.0% of net sales in the thirteen weeks ended November 3, 2019 compared to 46.4% of net sales in the thirteen weeks ended November 4, 2018. The increase in selling, general and administrative expenses of 0.6% of net sales and was driven largely by increases in infrastructure improvements, employment and insurance costs, partially offset by selling related expenses.

We expect to leverage total selling, general and administrative expenses as a percentage of sales as sales volumes continue to grow. We expect to invest in infrastructure over the next 18 months to support the Company's growth. We believe these investments will lessen the impact of expense leveraging during the period of investment with the greater impact of expense leveraging occurring after the period of investment.

Advertising and marketing

Advertising and marketing expenses increased \$2.1 million, or 40.5%, to \$7.3 million in the thirteen weeks ended November 3, 2019 compared to \$5.2 million in the thirteen weeks ended November 4, 2018. The increase in advertising and marketing costs relates to increased media and direct to consumer programs which are expected to drive revenue beyond the period of the expense. We expect to continue to maintain our advertising and marketing investments at 10% to 12% on an annual basis for fiscal 2020. The investment by quarter may vary greatly. Advertising and marketing expenses were 13.9% of net sales in the thirteen weeks ended November 3, 2019 compared to 12.4% of net sales in the thirteen weeks ended November 4, 2018. The increase in media percentage is largely due to additional media tests and running both 15 and 30 second spots into our television - advertising mix.

Depreciation and amortization expenses

Depreciation and amortization expenses increased \$0.3 million or 27.1% in the thirteen weeks ended November 3, 2019 to \$1.4 million compared to \$1.1 million in the thirteen weeks ended November 4, 2018. The increase in depreciation and amortization expense principally relates to capital investments for new and remodeled showrooms.

Interest income, net

Interest income, net reflects \$0.13 million of earnings related to the net proceeds from the IPO partially offset by an immaterial amount of interest expense related to unused line fees on the Company's line of credit for the thirteen weeks ended November 3, 2019. The increase in interest income (expense) from prior year was the result of no borrowings under the line of credit and interest income earned on the net proceeds from both the secondary and initial public offering.

Benefit (provision) for income taxes

Income tax provision was less than 0.01% of sales for the thirteen weeks ended November 3, 2019 and November 4, 2018, respectively.

Thirty-nine weeks ended November 3, 2019 Compared to the Thirty-nine weeks ended November 4, 2018

Net sales

Net sales increased \$39.5 million, or 38.8%, to \$141.2 million in the thirty-nine ended November 3, 2019 compared to \$101.7 million in the thirty-nine weeks ended November 4, 2018. The increase in net sales is primarily due to an increase in the total number of units sold by approximately 158,464, which reflects a higher average order volume per customer and was accompanied by an increase in new customers, which grew by 15.6% in the thirty-nine weeks ended November 3, 2019 as compared to 28.9% in the thirty-nine weeks ended November 4, 2018. We had 84 and 77 showrooms open as of November 3, 2019 and November 4, 2018, respectively. We opened eleven additional showrooms and closed two showrooms in the thirty-nine weeks ended November 3, 2019. Showrooms sales increased \$21.0 million, or 30.2%, to \$90.7 million in the thirty-nine weeks ended November 3, 2019 as compared to \$69.6 million in thirty-nine weeks ended November 4, 2018. This increase was due in large part to our comparable showroom sales demand increase of \$17.3 million, or 29.5%, to \$75.8 million in the thirty-nine weeks ended November 3, 2019 compared to \$58.6 million in the thirty-nine weeks ended November 4, 2018. Retail sales per selling square foot increased \$314, or 31.1%, to \$1,323 in the thirty-nine weeks ended November 3, 2019 compared to \$1,009 in the thirty-nine weeks ended November 4, 2018. Internet sales (sales made directly to customers through our ecommerce channel) increased \$11.5 million, or 64.7%, to \$29.3 million in the thirty-nine weeks ended November 3, 2019 compared to \$17.8 million for the thirty-nine weeks ended November 4, 2018. We believe that the increase in both showroom and Internet sales was due primarily to our customers' favorable reaction to our Sactionals products, the opening of additional showrooms, the redesign of our showrooms and our increased advertising and marketing initiatives. Other sales, which include pop-up shop and shop in shop sales, increased \$6.9 million, or 48.6%, to \$21.2 million in the thirty-nine weeks ended November 3, 2019 as compared to \$14.3 million in the thirty-nine weeks ended November 4, 2018. This increase was due in large part to our increase in the use of pop-up shops and the addition of shop in shops. We expect to continue to experience healthy growth in net sales and Internet sales to increase as a percentage of total sales.

Gross profit

Gross profit increased \$16.2 million, or 29.2%, to \$71.5 million in the thirty-nine weeks ended November 3, 2019 from \$55.4 million in the thirty-nine weeks ended November 4, 2018. Gross margin decreased to 50.7% of net sales in the thirty-nine weeks ended November 3, 2019 from 54.4% of net sales in the thirty-nine weeks ended November 4, 2018. The decrease in gross margin percentage of 3.8% was driven primarily by the impact of 25% China tariffs. The decrease in gross margin was partially offset by reduced costs of our Sactionals and Sacs products. The decrease in costs of our Sactionals and Sacs products was primarily related to cost savings from a change in the sourcing of our Lovesoft and down blend fills in addition to an ongoing shift of manufacturing to Vietnam.

We expect fiscal 2020 gross profit margin to be lower than fiscal 2019 gross profit margin relating to the continued impact of product and margin shift, tariffs and investment into warehousing and distribution infrastructure to support growth. In fiscal 2020, the 25% tariff is being mitigated in total dollars but will have impact on margin percent.

Selling, general and administrative expenses

Selling, general and administrative expenses increased \$15.3 million, or 27.9%, to \$70.3 million in the fiscal 2020 year-to-date period compared to \$55.0 million in the prior year period. The increase in selling, general and administrative expenses was primarily related to an increase in employment costs of \$5.1 million, \$2.2 million of rent associated with our net addition of 9 showrooms, and \$2.2 million of expenses related to the increase in sales such as \$1.1 million of credit card fees and \$1.1 million of pop-up shop sales agent fees. Overhead expenses increased \$5.8 million consisting of an increase of \$6.1 million in infrastructure investments, an increase in insurance expense of \$0.8 million related to the growth of the Company and an increase of \$1.2 million in stock compensation offset by a decrease in IPO and financing related expense of \$2.3 million.

Selling, general and administrative expenses were 49.8% of net sales in the thirty-nine weeks ended November 3, 2019 compared to 54.1% of net sales in the thirty-nine weeks ended November 4, 2018. The decrease in selling, general and administrative expenses of 4.3% of net sales and was driven largely by decreases in equity-based compensation, IPO related expenses, rent and labor, partially offset by warranty and professional services.

We expect to leverage total selling, general and administrative expenses as a percentage of sales as sales volumes continue to grow. We expect to invest in infrastructure over the next 18 months to support the Company's growth. We believe these investments will lessen the impact of expense leveraging during the period of investment with the greater impact of expense leveraging occurring after the period of investment.

Advertising and marketing

Advertising and marketing expenses increased \$5.6 million, or 42.2%, to \$18.7 million in the thirty-nine weeks ended November 3, 2019 compared to \$13.2 million in the thirty-nine weeks ended November 4, 2018. The increase in advertising and marketing costs relates to increased media and direct to consumer programs which are expected to drive revenue beyond the period of the expense. We expect to continue to maintain our advertising and marketing investments at 10% to 12% on an annual basis for fiscal 2020. The investment by quarter may vary greatly. Advertising and marketing expenses were 13.3% of net sales in the thirty-nine weeks ended November 3, 2019 compared to 12.9% of net sales in the thirty-nine weeks ended November 4, 2018. The increase in media percentage is largely due to a shift to buying media nationally as well as introducing 15 second spots into our television - advertising mix.

Depreciation and amortization expenses

Depreciation and amortization expenses increased \$1.1 million or 45.2% in the thirty-nine weeks ended November 3, 2019 to \$3.6 million compared to \$2.5 million in the thirty-nine weeks ended November 4, 2018. The increase in depreciation and amortization expense principally relates to capital investments for new and remodeled showrooms.

Interest income, net

Interest income, net reflects \$0.54 million of earnings related to the net proceeds from the IPO partially offset by an immaterial amount of interest expense related to unused line fees on the Company's line of credit for the thirty-nine weeks ended November 3, 2019. The increase in interest income, net from prior year was the result of no borrowings under the line of credit and interest income earned on the net proceeds from both the secondary and initial public offering.

Provision for income taxes

Income tax provision was less than 0.01% of sales for the thirty-nine weeks ended November 3, 2019 and November 4, 2018, respectively.

Liquidity and Capital Resources

General

Our business relies on cash flows from operations, our revolving line of credit (see "Revolving Line of Credit" below) and securities issuances as our primary sources of liquidity. Our primary cash needs are for Advertising and marketing and advertising, inventory, payroll, showroom rent, capital expenditures associated with opening new showrooms and updating existing showrooms, as well as infrastructure and information technology. The most significant components of our working capital are cash and cash equivalents, inventory, accounts receivable, accounts payable and other current liabilities and customer deposits. When borrowing, our borrowings generally increase in our third fiscal quarter as we prepare for the holiday selling season, which is in our fourth fiscal quarter. We believe that cash expected to be generated from operations and cash generated from the IPO and our May 2019 public offering are sufficient to meet working capital requirements and anticipated capital expenditures for at least the next 12 months.

Cash Flow Analysis

A summary of operating, investing, and financing activities during the periods indicated are shown in the following table:

| | Thirty-nine weeks ended | |
|--|-------------------------|---------------------|
| | November 3, 2019 | November 4, 2018 |
| Consolidated Statement of Cash flow Data: | | |
| Net cash used in operating activities | \$ (36,438) | \$ (14,223) |
| Net cash used in investing activities | (6,984) | (8,877) |
| Net cash provided by financing activities | 22,247 | 58,608 |
| Net change in cash and cash equivalents | (21,175) | 35,508 |
| Cash and cash equivalents at the end of the period | 27,896 | 44,684 |

Net Cash Used In Operating Activities

Cash from operating activities consists primarily of net loss adjusted for certain non-cash items, including depreciation and amortization, loss on disposal of property and equipment, equity based compensation, deferred rent, and non-cash interest expense and the effect of changes in working capital and other activities.

In the thirty-nine weeks ended November 3, 2019, net cash used by operating activities was \$36.4 million and consisted of changes in operating assets and liabilities of \$24.3 million, a net loss of \$20.6 million, and adjustments to reconcile net loss to cash used in operating activities of \$8.5 million. Working capital and other activities consisted primarily of increases in inventory of \$24.1 million, prepaid expenses of \$2.8 million and accounts receivable of \$4.6 million, partially offset by an increase in accounts payable and accrued expenses of \$4.8 million, and customer deposits of \$2.4 million.

In the thirty-nine weeks ended November 4, 2018, net cash used by operating activities was \$14.2 million and consisted of changes in operating assets and liabilities of \$4.9 million, a net loss of \$15.1 million, and adjustments to reconcile net loss to cash used in operating activities of \$5.8 million. Working capital and other activities consisted primarily of increases in inventory of \$13.0 million and accounts receivable of \$0.1 million, partially offset by a decrease in prepaid expense of \$0.2 million and increases in accounts payable and accrued expenses of \$6.6 million and customer deposits of \$1.6 million.

Net Cash Used In Investing Activities

Investing activities consist primarily of investment in supply chain and systems infrastructure and capital expenditures related to new showroom openings and the remodeling of existing showrooms.

For the thirty-nine weeks ended November 3, 2019, capital expenditures were \$7.0 million as a result of investments in new and remodeled showrooms and intangibles such as patents and trademarks offset by proceeds from disposal of property and equipment.

For the thirty-nine weeks ended November 4, 2018, capital expenditures were \$8.9 million as a result of investments in new and remodeled showrooms and intangibles such as patents and trademarks.

Net Cash Provided By Financing Activities

Financing activities consist primarily of the net proceeds from stock offerings and taxes paid for the net settlement of equity awards.

For the thirty-nine weeks ended November 3, 2019, net cash provided by financing activities was \$22.2 million.

For the thirty-nine weeks ended November 4, 2018, net cash provided by financing activities was \$58.6 million.

Revolving Line of Credit

On February 6, 2018, we entered a five-year, secured revolving credit facility with Wells. The credit facility permits borrowings of up to \$25.0 million, subject to borrowing base and availability restrictions. For additional information regarding our line of credit with Wells, see Note 7 to our condensed consolidated financial statements. As of November 3, 2019, the Company's borrowing availability under the line of credit with Wells was \$13.5 million. As of November 3, 2019, there were no borrowings outstanding on this line of credit.

Contractual Obligations

We generally enter into long term contractual obligations and commitments in the normal course of business, primarily debt obligations and non-cancelable operating leases. As of November 3, 2019, our contractual cash obligations over the next several periods were as follows:

| | Payments due by period | | | | |
|----------------------|------------------------|---------------------|----------------------|----------------------|----------------------|
| | Total | Less than 1 year | 1-3 years | 3-5 years | More than 5 years |
| Employment agreement | \$ 3,670,533 | \$ 3,670,533 | \$ - | \$ - | \$ - |
| Operating leases | 65,745,969 | 2,706,162 | 28,578,552 | 17,157,615 | 17,303,640 |
| Total | <u>\$ 69,416,502</u> | <u>\$ 6,376,695</u> | <u>\$ 28,578,552</u> | <u>\$ 17,157,615</u> | <u>\$ 17,303,640</u> |

Off Balance Sheet Arrangements

We have no material off balance sheet arrangements as of November 3, 2019, except for operating leases and employment agreements entered in the ordinary course of business.

Critical Accounting Policies and Estimates

The discussion and analysis of financial condition and results of operations is based upon our condensed consolidated financial statements, which have been prepared in conformity with GAAP. Certain accounting policies and estimates are particularly important to the understanding of our financial position and results of operations and require the application of significant judgment by our management or can be materially affected by changes from period to period in economic factors or conditions that are outside of our control. As a result, they are subject to an inherent degree of uncertainty. In applying these policies, management uses their judgment to determine the appropriate assumptions to be used in the determination of certain estimates. Those estimates are based on our historical operations, our future business plans and projected financial results, the terms of existing contracts, observance of trends in the industry, information provided by our customers and information available from other outside sources, as appropriate. Please see Note 1 to our audited condensed consolidated financial statements included in the Annual Report on Form 10-K filed on May 3, 2019 for a complete description of our significant accounting policies. There have been no material changes to the significant accounting policies during the thirty-nine weeks ended November 3, 2019.

Recent Accounting Pronouncements

In August 2015, the Financial Accounting Standards Board (“FASB”) issued Accounting Standard Update (“ASU”) No. 2015-14, which defers the effective date of ASU No. 2014-09, Revenue from Contracts with Customers (Topic 606) by one year. ASU 2014-09 is a comprehensive new revenue recognition model requiring a company to recognize revenue to depict the transfer of goods or services to a customer at an amount reflecting the consideration it expects to receive in exchange for those goods or services. As a result, ASU 2015-14 is now effective for fiscal years, and interim periods within those years, beginning after December 15, 2018, which for the Company is fiscal 2020. Earlier application is permitted. The Company adopted the guidance beginning in the first quarter of fiscal 2020 using the modified retrospective method. Except for the required financial statement disclosures, there was no impact to the Company’s condensed consolidated financial statements.

In August 2016, FASB issued ASU 2016-15, Statement of Cash Flows: Clarification of Certain Cash Receipts and Cash Payments, which eliminates the diversity in practice related to classification of certain cash receipts and payments in the statement of cash flows, by adding or clarifying guidance on eight specific cash flow issues. ASU 2016-15 is effective for fiscal years beginning after December 15, 2018, and interim periods within fiscal years beginning after December 15, 2019, which for the Company is, fiscal 2020. Early adoption is permitted, including adoption in an interim period. The Company adopted the guidance retrospectively effective February 4, 2019, which did not have a material effect on the Company’s condensed consolidated financial position and results of operations.

In February 2016, FASB issued ASU No. 2016-02, Leases (Topic 842) amending lease guidance to increase transparency and comparability among organizations by recognizing lease assets and lease liabilities on the balance sheet and disclosing key information about leasing arrangements. ASU No. 2019-10 extended the effective date to fiscal years beginning after December 15, 2020, and interim periods within fiscal years beginning after December 15, 2021, with early adoption permitted. We will adopt this standard beginning with our fiscal 2021. Management has evaluated the impact ASU No. 2016-02 will have on these condensed consolidated financial statements. Based on the initial evaluation, we have determined that adopting this standard will have a material impact on our condensed consolidated balance sheet as we have a significant number of operating leases.

In June 2018, the FASB issued ASU 2018-07, *Improvements to Nonemployee Share-Based Payment Accounting* (Topic 718). ASU 2018-07 eliminates the separate accounting model for nonemployee share-based payment awards and generally requires companies to account for share-based payment transactions with nonemployees in the same way as share-based payment transactions with employees. The accounting remains different for attribution, which represents how the equity-based payment cost is recognized over the vesting period, and a contractual term election for valuing nonemployee equity share options. ASU 2018-07 is effective for fiscal years beginning after December 15, 2019, and interim periods within fiscal years beginning after December 15, 2020. Early adoption is permitted, but no earlier than an entity's adoption of Topic 606. Management is currently evaluating the impact ASU 2018-07 will have on these condensed consolidated financial statements.

Item 3. Quantitative and Qualitative Disclosures about Market Risk.

Not Applicable.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our principal executive officer and principal financial officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")), as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on such evaluation, our principal executive officer and principal financial officer have concluded that as of such date, our disclosure controls and procedures were effective at the reasonable assurance level.

Changes in Internal Control Over Financial Reporting

On February 4, 2019, we adopted ASC 606 by using the modified-retrospective method and we implemented new controls which enabled us to prepare our financial statements under ASC 606. An adjustment was not required and a change to the prior revenue recognition process and policy to adopt the new standard was not necessary. There were no other changes in our internal control over financial reporting during the thirteen and thirty-nine weeks ended November 3, 2019 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

From time to time we may become involved in legal proceedings or be subject to claims arising in the ordinary course of our business. We are not presently a party to any legal proceedings that, if determined adversely to us, would individually or taken together have a material adverse effect on our business, operating results, financial condition or cash flows. Regardless of the outcome, litigation can have an adverse impact on us because of defense and settlement costs, diversion of management resources and other factors.

Item 1A. Risk Factors

There have been no material changes to the risk factors previously disclosed in the Company's Annual Report on Form 10-K for the fiscal year ended February 3, 2019.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Not Applicable.

Item 3. Defaults upon Senior Securities.

Not Applicable.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

We are providing the following disclosure in lieu of filing a Current Report on Form 8-K relating to Items 1.01 and 5.02.

On December 18, 2019, in connection with the distribution of the shares of common stock held by SAC Acquisition LLC ("SAC"), certain individuals that held options to acquire common units in SAC, which included officers of the Company, completed an offer to exchange those options for shares the Company's common stock that SAC held prior to the exchange. As part of this exchange, SAC transferred to the Company 175,390 shares of common stock of the Company, which constituted the shares to be received by the option holders pursuant to the exchange. Subsequently, the Company issued to the former option holders who elected to participate in the exchange those shares and withheld 73,507 shares which will be treated as treasury stock in exchange for the Company paying the former option holders' payroll taxes associated with the issuance.

Item 6. Exhibits

| Exhibit No. | Description |
|--------------------|--|
| 31.1 | Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, as amended.** |
| 31.2 | Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, as amended.** |
| 32.1 | Certification of the Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, as amended.*** |
| 32.2 | Certification of the Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, as amended.*** |
| 101.INS | XBRL Instance Document |
| 101.SCH | XBRL Taxonomy Extension Schema Document |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase Document |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase Document |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document |

** Filed herewith.

*** Furnished herewith.

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.

Date: December 18, 2019

The Lovesac Company

By: _____
/s/ Shawn Nelson
Shawn Nelson
Chief Executive Officer

Date: December 18, 2019

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

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO
EXCHANGE ACT RULES 13a-14(a) AND 15d-14(a),
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Shawn Nelson, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of The Lovesac Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: December 18, 2019

Signed: /s/ Shawn Nelson

Name: Shawn Nelson

Title: Chief Executive Officer
(Principal Executive Officer)

**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER
PURSUANT TO
EXCHANGE ACT RULES 13a-14(a) AND 15d-14(a),
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Donna Dellomo certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of The Lovesac Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: December 18, 2019

Signed: /s/ Donna Dellomo

Name: Donna Dellomo

Title: Executive Vice President and
Chief Financial Officer
(Principal Financial Officer)

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Shawn Nelson, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report on Form 10-Q of The Lovesac Company for the thirteen weeks ended November 3, 2019, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Quarterly Report on Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of The Lovesac Company.

Date: December 18, 2019

Signed: /s/ Shawn Nelson

Name: Shawn Nelson

Title: Chief Executive Officer
(Principal Executive Officer)

**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Donna Dellomo, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report on Form 10-Q of The Lovesac Company for the thirteen weeks ended November 3, 2019, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Quarterly Report on Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of The Lovesac Company.

Date: December 18, 2019

Signed: /s/ Donna Dellomo

Name: Donna Dellomo

Title: Executive Vice President and
Chief Financial Officer
(Principal Financial Officer)