

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 11, 2024

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

Delaware

(State or other jurisdiction of
incorporation)

001-38555

(Commission
File Number)

32-0514958

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

Two Landmark Square, Suite 300 Stamford,
Connecticut 06901

(Address of Principal Executive Offices, and Zip Code)

(888) 636-1223

Registrant's Telephone Number, Including Area Code

Not Applicable

(Former name or former address, if changed since last report)

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

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

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

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders

The following are the voting results on the four proposals considered and voted upon at the Annual Meeting, all of which were described in the Company's Proxy Statement.

PROPOSAL 1 - Election of eight (8) directors

	<u>For</u>	<u>Withhold</u>	<u>Broker Non-Vote</u>
John Grafer	8,566,373	958,348	2,162,698
Andrew Heyer	4,628,570	4,896,151	2,162,698
Jack Krause	8,888,849	635,872	2,162,698
Sharon Leite	9,420,169	104,552	2,162,698
Walter McLallen	9,300,863	223,858	2,162,698
Vineet Mehra	9,431,428	93,293	2,162,698
Shawn Nelson	9,442,446	82,275	2,162,698
Shirley Romig	8,288,311	1,236,410	2,162,698

PROPOSAL 2 - Advisory approval of the Company's fiscal 2024 compensation for its named executive officers.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Vote</u>
8,957,425	559,697	7,599	2,162,698

PROPOSAL 3 - Approval of Amendment No. 2 to the Second Amended and Restated 2017 Equity Incentive Plan that increases the number of shares for issuance thereunder by 1,100,000.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Vote</u>
5,895,334	3,601,258	28,129	2,162,698

PROPOSAL 4 - Ratification of the appointment of Deloitte & Touche LLP as independent auditor for the Company for the fiscal year ending February 2, 2025.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Vote</u>
11,508,387	74,355	104,677	0

Pursuant to the foregoing votes, the eight nominees listed above were elected to serve on the Company's Board of Directors, and Proposals 2, 3 and 4 were approved.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
10.1	Amendment No. 2 to the Second Amended and Restated 2017 Equity Incentive Plan
10.2	Second Amended and Restated 2017 Equity Incentive Plan (incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q filed on June 8, 2022)
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: June 14, 2024

THE LOVESAC COMPANY

By: /s/ Megan C. Preneta
Name: Megan C. Preneta
Title: Vice President, General Counsel and Secretary

**Amendment No. 2
to The Lovesac Company
Second Amended and Restated
2017 Equity Incentive Plan**

This Amendment No. 2 (the "Amendment") to The Lovesac Company Second Amended and Restated 2017 Equity Incentive Plan (the "Plan") is made by the Lovesac Company, a Delaware corporation (the "Company"), effective as of the date of its approval by the stockholders of the Company at the Company's 2024 annual meeting of stockholders.

The Amendment was approved by the Board of Directors of the Company on April 4, 2024.

1. Amendment to Section 4.1. Section 4.1 of the Plan is deleted and replaced with the following:

4.1 **Maximum Number of Shares Issuable**. Subject to adjustment as provided in Sections 4.2 and 4.3, upon shareholder approval of the first amendment to this Plan, the maximum aggregate number of shares of Stock that may be issued under the Plan shall be increased by 1,100,000 shares, making the aggregate number of shares of Stock that may be issued under the Plan equal to 3,979,889 shares and shall consist of authorized but unissued or reacquired shares of Stock or any combination thereof.

2. Continued Effect. Except as set forth herein, the Plan shall remain unchanged and in full force and effect, and the forms of stock option award agreements, restricted stock units award agreements and any outstanding award agreements under the Plan shall effectively adopt the amendments herein, as applicable.