

FORM 4

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

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| OMB APPROVAL | |
| OMB Number: | 3235-0287 |
| Estimated average burden hours per response... | 0.5 |

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | | | | |
|---|---------|----------|--|--|--|---|--|--|
| 1. Name and Address of Reporting Person Krause Albert Jack | | | 2. Issuer Name and Ticker or Trading Symbol Lovesac Co [LOVE] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President and COO | | |
| (Last) TWO LANDMARK SQUARE, SUITE 300 | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 01/31/2019 | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | |
| (Street) STAMFORD, CT 06901 | | | 4. If Amendment, Date Original Filed (Month/Day/Year) | | | | | |
| (City) | (State) | (Zip) | | | | | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|-----------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|----------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, \$0.00001 par value | 01/31/2019 | | M | | 13,125 | A | \$ 0 (1) | 53,052 | D | |
| Common Stock, \$0.00001 par value | 01/31/2019 | | F | | 4,273 (2) | D | \$ 23.32 | 48,779 | D | |
| Common Stock, \$0.00001 par value | 01/31/2019 | | M | | 5,904 | A | \$ 0 (1) | 54,683 | D | |
| Common Stock, \$0.00001 par value | 01/31/2019 | | F | | 1,850 (2) | D | \$ 23.32 | 52,833 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|--|--|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Restricted Stock Units | \$ 0 | 01/31/2019 | | M | 13,125 | (3) | (3) | Common Stock | 13,125 | \$ 0 | 65,625 | D | |
| Restricted Stock Units | \$ 0 | 01/31/2019 | | M | 5,904 | (4) | (4) | Common Stock | 5,904 | \$ 0 | 29,520 | D | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Krause Albert Jack TWO LANDMARK SQUARE, SUITE 300 STAMFORD, CT 06901 | X | | President and COO | |

Signatures

| | |
|---------------------------------|------------|
| /s/ Jack Krause | 02/04/2019 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Each restricted stock unit (RSU) represents the contingent right to receive, upon vesting of the RSU, one share of the Issuer's common stock.

(2) Represents the number of shares withheld by the Issuer to cover tax withholding obligations in connection with the vesting of RSUs.

(3) As previously reported, on October 26, 2017 the reporting person was granted 105,000 RSUs of which 50% are time vesting and 50% are performance based. The time vesting restricted stock units vested 25% on January 31, 2018 and January 31, 2019, and vest 25% on each of January 31, 2020 and 2021. The 39,375 remaining performance vesting units vest 25% annually upon the achievement of certain benchmarks.

(4) As previously reported, on May 10, 2018 the reporting person was granted 47,232 RSUs of which 50% are time vesting and 50% are performance based. The time vesting restricted stock units vested 25% at the closing of the issuer's IPO, and vest 25% on January 31, 2019, 2020 and 2021. The performance vesting units vest 25% annually upon the achievement of certain benchmarks.

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

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