

# FORM 4

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

OMB APPROVAL  
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**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* Nelson Shawn David <small>(Last) (First) (Middle)</small> TWO LANDMARK SQUARE, SUITE 300 <small>(Street)</small> STAMFORD, CT 06901 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol Lovesac Co [LOVE] 3. Date of Earliest Transaction (Month/Day/Year) 06/05/2020 4. If Amendment, Date Original Filed(Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <span style="float:right">10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">Other (specify below)</span> CEO and Director 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
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**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	06/05/2020		A		2,668	A	\$ 0	192,995	D	
Common Stock, \$0.00001 par value	06/05/2020		F		1,107	D	\$ 17.84	191,888	D	
Common Stock, \$0.00001 par value	06/05/2020		A		2,668	A	\$ 0	194,556	D	
Common Stock, \$0.00001 par value	06/05/2020		F		1,107	D	\$ 17.84	193,449	D	
Common Stock, \$0.00001 par value								42,758	I	The LDPV Holding Trust (1)

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

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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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(2)	06/05/2020		M		2,668		(3)	(3)	Common Stock	2,668	\$ 0	13,342	D	
Restricted Stock Units	(2)	06/05/2020		M		2,668		(4)	(4)	Common Stock	2,668	\$ 0	10,674	D	
Restricted Stock Units	(2)	06/05/2020		A		42,867		(5)	(5)	Common Stock	42,867	\$ 0	42,867	D	
Nonstatutory Stock Option (Right to Buy)	\$ 38.1	06/05/2020		D(6)		330,244		(6)	06/05/2029	Common Stock	330,244	(6)	0	D	
Nonstatutory Stock Option (Right to Buy)	\$ 38.1	06/05/2020		A(6)		330,244		(6)	06/05/2029	Common Stock	330,244	(6)	330,244	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nelson Shawn David TWO LANDMARK SQUARE SUITE 300 STAMFORD, CT 06901	X		CEO and Director	

# Signatures

/s/ Shawn Nelson	06/09/2020
<small>Signature of Reporting Person</small>	<small>Date</small>

## 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) The reported shares are held by The LDPV Holding Trust, dated October 1, 2018, of which the reporting person's spouse is trustee and the reporting person has sole authority over the disposition of the shares of the Issuer held by the trust.
- (2) Each restricted stock unit ("RSU") represents the contingent right to receive, upon vesting of the RSU, one share of the Issuer's common stock.  
On June 5, 2019, the reporting person received a grant of 16,010 RSUs, of which (a) 50% are subject to a three-year time based vesting schedule, vesting 33.34% on the first anniversary of the grant date and vesting 33.33% on each of the second and third year anniversaries of the grant date, and (b) 50% are performance based granted in three tranches with each tranche being conditioned upon the achievement of certain adjusted annual revenue and earnings before interest, taxes, depreciation, and amortization (Adjusted EBITDA) performance versus pre-established targets. 2,668 of the time vested RSUs vested on June 5, 2020.
- (4) In connection with the June 5, 2019 RSU grant, the first tranche of performance based RSUs vested upon achievement of the performance conditions.  
The reporting person received a grant of 42,867 RSUs, of which (a) 50% are subject to a three-year time based vesting schedule, vesting 33.34% on the first anniversary of the grant date and vesting 33.33% on each of the second and third year anniversaries of the grant date, and (b) 50% are performance based granted in three tranches with each tranche being conditioned upon the achievement of certain adjusted annual revenue and earnings before interest, taxes, depreciation, and amortization (Adjusted EBITDA) performance versus pre-established targets.
- (6) The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on June 5, 2019 and provides for 100% vesting on the first trading day after the date on which the closing price of the Issuer's common stock has been at least \$75 (subject to adjustment) for 60 consecutive trading days (the "Stock Price Goal"), so long as the Stock Price Goal is attained by June 5, 2024 (the previously granted option required the Stock Price Goal be achieved prior to June 5, 2022) and the reporting person has remained in continuous service through such date (both, the "Additional Vesting Conditions"). If the Stock Price Goal is not attained or the Additional Vesting Conditions are not satisfied, then the stock options will terminate and be of no further effect on the earlier of June 5, 2024 or the reporting person's termination of service.

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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