

# FORM 4

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

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

## 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

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

(Print or Type Responses)

1. Name and Address of Reporting Person* <b>HEYER ANDREW R</b>			2. Issuer Name and Ticker or Trading Symbol <b>Lovesac Co [LOVE]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>10/14/2020</b>					
<b>TWO LANDMARK SQUARE, SUITE 300</b>								
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			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		
<b>STAMFORD, CT 06901</b>								
(City) (State) (Zip)			<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

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	10/14/2020		X		75,000	A	\$ 16	2,250,153	I	See footnote (4)
Common stock, \$0.00001 par value	10/14/2020		S(1)		33,260	D	\$ 36.0782	2,268,599	I	See footnote (4)
Common stock, \$0.00001 par value	10/14/2020		X		90,000	A	\$ 16	2,235,339	I	See footnote (4)
Common stock, \$0.00001 par value	10/14/2020		S(2)		39,913	D	\$ 36.0782	2,325,339	I	See footnote (4)
Common stock, \$0.00001 par value	10/14/2020		X		74,200	A	\$ 16	2,285,426	I	See footnote (4)
Common stock, \$0.00001 par value	10/14/2020		S(3)		32,906	D	\$ 36.0782	2,359,626	I	See footnote (4)
Common stock, \$0.00001 par value								128,687	D	

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
Warrant (right to buy)	\$ 16	10/14/2020		X		75,000		05/30/2017	06/29/2021	Common Stock	75,000	\$ 0	0	I	See footnotes (1) (4)
Warrant (right to buy)	\$ 16	10/14/2020		X		90,000		05/30/2017	06/29/2021	Common Stock	90,000	\$ 0	0	I	See footnotes (2) (4)

Warrant (right to buy)	\$ 16	10/14/2020		X			74,200	10/19/2017	06/29/2021	Common Stock	74,200	\$ 0	0	I	See footnotes (3) (4)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HEYER ANDREW R TWO LANDMARK SQUARE, SUITE 300 STAMFORD, CT 06901	X	X		

## Signatures

/s/ Andrew S. Heyer		10/16/2020
<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).

- On October 14, 2020, Mistral Equity Partners, LP ("MEP, LP"), MEP Co-Invest, LLC ("MEP Co-Invest"), and Mistral Equity Partners QP, LP ("Mistral QP" and together with MEP, LP (1) and MEP Co-Invest, the "Mistral Funds") exercised warrants to purchase a total of 75,000 shares of Lovesac common stock for \$16 per share. The Mistral Funds paid the exercise price on a cashless basis, resulting in Lovesac's withholding of 33,260 of the warrant shares to pay the exercise price and issuing to the Mistral Funds the remaining 41,740 shares.
- (2) On October 14, 2020, Mistral Sac Holdings 3, LLP ("MSH3") exercised a warrant to purchase 90,000 shares of Lovesac common stock for \$16 per share. MSH3 paid the exercise price on a cashless basis, resulting in Lovesac's withholding of 39,913 of the warrant shares to pay the exercise price and issuing to MSH3 the remaining 50,087 shares.
- (3) On October 14, 2020, Mistral Sac Holdings 4, LLP ("MSH4") exercised a warrant to purchase 74,200 shares of Lovesac common stock for \$16 per share. MSH4 paid the exercise price on a cashless basis, resulting in Lovesac's withholding of 32,906 of the warrant shares to pay the exercise price and issuing to MSH4 the remaining 41,294 shares.
- By reason of the provisions of Rule 16a-1 of the Exchange Act, Mr. Heyer may be deemed to have beneficial ownership of certain of the securities that are beneficially owned by MSH3, (4) MSH4 and the Mistral Funds. Each of the Mistral Funds is controlled by Mr. Heyer. Mr. Heyer disclaims beneficial ownership of the securities owned by MSH3, MSH4 and the Mistral Funds, except to the extent of Mr. Heyer's pecuniary interest therein.

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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