

# 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 * <b>HEYER ANDREW R</b>  (Last) (First) (Middle) <b>TWO LANDMARK SQUARE, SUITE 300</b>  (Street) <b>STAMFORD, CT 06901</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>Lovesac Co [LOVE]</b>  3. Date of Earliest Transaction (Month/Day/Year) <b>02/16/2021</b>  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 <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)  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	02/16/2021		S		2,636	D	\$ 61.13 <a href="#">(4)</a>	971,530	I	See footnotes <a href="#">(1)</a> <a href="#">(5)</a>
Common stock, \$0.00001 par value	02/16/2021		S		149	D	\$ 61.13 <a href="#">(4)</a>	971,381	I	See footnotes <a href="#">(2)</a> <a href="#">(5)</a>
Common stock, \$0.00001 par value	02/16/2021		S		715	D	\$ 61.13 <a href="#">(4)</a>	970,666	I	See footnotes <a href="#">(3)</a> <a href="#">(5)</a>
Common stock, \$0.00001 par value	02/16/2021		S		15,668	D	\$ 60.32 <a href="#">(4)</a>	954,998	I	See footnotes <a href="#">(1)</a> <a href="#">(5)</a>
Common stock, \$0.00001 par value	02/16/2021		S		886	D	\$ 60.32 <a href="#">(4)</a>	954,112	I	See footnotes <a href="#">(2)</a> <a href="#">(5)</a>
Common stock, \$0.00001 par value	02/16/2021		S		4,251	D	\$ 60.32 <a href="#">(4)</a>	949,861	I	See footnotes <a href="#">(3)</a> <a href="#">(5)</a>
Common stock, \$0.00001 par value	02/16/2021		S		136,850	D	\$ 59.26 <a href="#">(4)</a>	813,011	I	See footnotes <a href="#">(1)</a> <a href="#">(5)</a>
Common stock, \$0.00001 par value	02/16/2021		S		7,741	D	\$ 59.26 <a href="#">(4)</a>	805,270	I	See footnotes <a href="#">(2)</a> <a href="#">(5)</a>
Common stock, \$0.00001 par value	02/16/2021		S		37,124	D	\$ 59.26 <a href="#">(4)</a>	768,146	I	See footnotes <a href="#">(3)</a> <a href="#">(5)</a>
Common stock, \$0.00001 par value	02/16/2021		S		2,997	D	\$ 58.93 <a href="#">(4)</a>	765,149	I	See footnotes <a href="#">(1)</a> <a href="#">(5)</a>
Common stock, \$0.00001 par value	02/16/2021		S		170	D	\$ 58.93 <a href="#">(4)</a>	764,979	I	See footnotes <a href="#">(2)</a> <a href="#">(5)</a>
Common stock, \$0.00001 par value	02/16/2021		S		813	D	\$ 58.93 <a href="#">(4)</a>	764,166	I	See footnotes <a href="#">(3)</a> <a href="#">(5)</a>

Common stock, \$0.00001 par value	02/17/2021		S		602	D	\$ 60.47 (4)	763,564	I	See footnotes (1) (5)
Common stock, \$0.00001 par value	02/17/2021		S		35	D	\$ 60.47 (4)	763,529	I	See footnotes (2) (5)
Common stock, \$0.00001 par value	02/17/2021		S		163	D	\$ 60.47 (4)	763,366	I	See footnotes (3) (5)
Common stock, \$0.00001 par value	02/17/2021		S		7,463	D	\$ 59.31 (4)	755,903	I	See footnotes (1) (5)
Common stock, \$0.00001 par value	02/17/2021		S		422	D	\$ 59.31 (4)	755,481	I	See footnotes (2) (5)
Common stock, \$0.00001 par value	02/17/2021		S		2,024	D	\$ 59.31 (4)	753,457	I	See footnotes (3) (5)
Common stock, \$0.00001 par value	02/17/2021		S		14,886	D	\$ 58.59 (4)	738,571	I	See footnotes (1) (5)
Common stock, \$0.00001 par value	02/17/2021		S		842	D	\$ 58.59 (4)	737,729	I	See footnotes (2) (5)
Common stock, \$0.00001 par value	02/17/2021		S		4,039	D	\$ 58.59 (4)	733,690	I	See footnotes (3) (5)
Common stock, \$0.00001 par value	02/17/2021		S		16,738	D	\$ 57.28 (4)	716,952	I	See footnotes (1) (5)
Common stock, \$0.00001 par value	02/17/2021		S		946	D	\$ 57.28 (4)	716,006	I	See footnotes (2) (5)
Common stock, \$0.00001 par value	02/17/2021		S		4,541	D	\$ 57.28 (4)	711,465	I	See footnotes (3) (5)
Common stock, \$0.00001 par value	02/17/2021		S		24,325	D	\$ 56.68 (4)	687,140	I	See footnotes (1) (5)
Common stock, \$0.00001 par value	02/17/2021		S		1,375	D	\$ 56.68 (4)	685,765	I	See footnotes (2) (5)
Common stock, \$0.00001 par value	02/17/2021		S		6,599	D	\$ 56.68 (4)	679,166	I	See footnotes (3) (5)
Common stock, \$0.00001 par value								157,599	D (6)	
Common stock, \$0.00001 par value								38,287	I	See footnote (7)

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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

## Reporting Owners

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

## Signatures

/s/ Andrew R. Heyer		02/18/2021
<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) Represents shares sold by Mistral Equity Partners, LP ("MEP, LP").

(2) Represents shares sold by MEP Co-Invest, LLC ("MEP Co-Invest").

(3) Represents shares sold by Mistral Equity Partners QP, LP ("Mistral QP" and together with MEP, LP and MEP Co-Invest, the "Mistral Funds").

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from (a) with respect to the weighted average price of \$61.13: \$61.015 to \$61.445; (b) with respect to the weighted average price of \$60.33: \$60.00 to \$60.91; (c) with respect to the weighted average price of \$59.26: \$59.00 to \$59.995; (d) with respect to the weighted average price of \$58.93: \$58.77 to \$58.995; (e) with respect to the weighted average price of \$60.47: \$60.275 to \$60.66;

(4) (f) with respect to the weighted average price of \$59.31: \$59.00 to \$59.83; (g) with respect to the weighted average price of \$58.59: \$58.03 to \$58.97; (h) with respect to the weighted average price of \$57.28: \$57.01 to \$57.935; and (i) with respect to the weighted average price of \$56.68: \$56.21 to \$56.995. The reporting persons undertake to provide to The Lovesac Company, any security holder of The Lovesac Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (4).

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 the Mistral Funds. Each of the Mistral Funds is controlled by Mr. Heyer. Mr. Heyer disclaims beneficial ownership of the securities owned by the Mistral Funds, except to the extent of Mr. Heyer's pecuniary interest therein.

(6) These shares are owned directly by Mr. Heyer.

(7) These shares are held by Heyer Investment Management, LLC and Andrew R. Heyer 2007 Associates, L.P., each of which Mr. Heyer controls.

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

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