

# FORM 4

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

OMB APPROVAL  
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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* Nelson Shawn David			2. Issuer Name and Ticker or Trading Symbol Lovesac Co [LOVE]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Executive Officer		
(Last) (First) (Middle) TWO LANDMARK SQUARE, SUITE 300			3. Date of Earliest Transaction (Month/Day/Year) 04/19/2021					
(Street) STAMFORD, CT 06901			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		
(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	04/19/2021		S		1,700	D	\$ 68 (1)	98,445	I	The LDPV Holding Trust (2)
Common Stock, \$0.00001 par value	04/19/2021		S		1,800	D	\$ 68.98 (1)	96,645 (3)	I	The LDPV Holding Trust (2)
Common Stock, \$0.00001 par value	04/19/2021		S		2,500	D	\$ 69.7 (1)	94,145 (3)	I	The LDPV Holding Trust (2)
Common Stock, \$0.00001 par value	04/19/2021		A		2,668	A	\$ 0	130,897 (3)	D	
Common Stock, \$0.00001 par value	04/19/2021		A		7,144	A	\$ 0	138,041 (3)	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(4)	04/19/2021		M		2,668	(5)	(5)	Common Stock	2,668	\$ 0	2,669	D	
Restricted Stock Units	(4)	04/19/2021		M		7,144	(6)	(6)	Common Stock	7,144	\$ 0	14,289	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		Chief Executive Officer	

## Signatures

/s/ Shawn Nelson		04/21/2021
<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).

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from (i) in the case of \$68.00, from \$67.50 to \$68.39; in the case of \$68.98, from \$68.61 to \$69.51; and (iii) in the case of \$69.70, from \$69.69 to \$70.27. The reporting person undertakes 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 (1).
- (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.
  - In the Form 4 filed by the reporting person with the SEC on January 21, 2021, total direct and indirect holdings of the reporting person accurately reflected all holdings and transactions to date. However, the shares sold were inadvertently deducted from the reporting person's direct holdings rather than the reporting person's indirect holdings, with such allocations carrying over in subsequent filings. Total beneficial holdings were not affected. Total direct and indirect holdings in this filing reflect the actual allocation.
  - (2) Each restricted stock unit ("RSU") represents the contingent right to receive, upon vesting and settlement of the RSU, one share of Issuer's common stock. Settlement will occur on June 5, 2021.
  - (3) The reported shares will be settled on June 5, 2021 upon the vesting of the second tranche of performance based RSUs granted on June 5, 2019 based on the Issuer's achievements with respect to certain financial performance metrics for the applicable performance period.
  - (4) The reported shares will be settled on June 5, 2021 upon the vesting of the first tranche of performance based RSUs granted on June 5, 2020 based on the Issuer's achievements with respect to certain financial performance metrics for the applicable performance period.

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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