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

5. Relationship of Reporting Person(s) to Issuer

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

1. Name and Address of Reporting Person*

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol

| | | | | | | | | | | | | _X_ Director | | 10% | | |
|--|---|--|---|---|--|---|---|--|---|--|---|---|--|--|--|--|
| (Last) (First) (Middle) C/O THE LOVESAC COMPANY, TWO | | | | 3. Date of Earliest Transaction (Month/Day/Year) | | | | | | | X Officer (give title below) Other (specify below) Chief Executive Officer | | | | | |
| | | | | 03/24/20 |)22 | | | | | | | | Cinci | <u>SACCULIVE OII</u> | cci | |
| LANDMARK SQUARE, SUITE 300 (Street) | | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | | | | | | |
| | | | | | | | | | | | | X_Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | |
| STAMFOI (City) | KD, C1 06 | | (Zip) | | | | | | | | | | | | | |
| (City) | (City) (State) (Zip) | | | | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | | |
| | 1.Title of Security (Instr. 3) | | 2. Transaction Date | 2A. Deemed Execution Date, if any (Month/Day/Year) | | (Instr. 8) | | | 4. Securities Acquired (A) or Disposed of (D) | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | | 6. Ownership Form: | 7. Nature of Indirect | | |
| (msu. 5) | | | (Month/Day/Year) | | | | | (Instr. 3, 4 and | |) | | | | Beneficial | | |
| | | | | (Month/L | Jay/ | Y ear) |) | | | | | (Instr. 3 and 4) |) | | Direct (D) or Indirect | Ownership (Instr. 4) |
| | | | | | | | Cod | e V | Amount | (A) or (D) | Price | | | | I) Instr. 4) | |
| Common S | Stock \$0.0 | 10001 par | | | | | Cou | V | Amount | (D) | Tite | | | <u> </u> | 111501. 4) | |
| value | 510CK, 50.0 | ooo1 pai | 03/24/2022 | | | | A | | 2,669 | A | \$ 0 | 143,022 | | | D | |
| Common S | Stock, \$0.0 | 0001 par | | | | | | | | | | | | | | |
| value | στο υ π, φοτο | ooor pan | 03/24/2022 | | | | A | | 7,144 | A | \$ 0 | 150,166 | | | D | |
| Common S | Stock, \$0.0 | 00001 par | 02/24/2022 | | | | _ | | 1 457 | | 6.0 | 151 602 | | | | |
| value | | _ | 03/24/2022 | | | | A | | 1,457 | A | \$ 0 | 151,623 | | | D | |
| | | | | | | | | | | | | | | | | The |
| Common Stock, \$0.00001 par | | 00001 par | | | | | | | | | | 79,895 | | | | LPDV |
| | alue | | | | | | | | | | | | | | Holding Trust (1) | |
| value | | | | | | | | | | | | | | | | Trast |
| | | | | | | | | | | | | | | | | |
| value | eport on a sep | parate line for each | class of securities b | eneficially | y ow | ned o | lirectly o | or indirec | tly. | | | | | | | |
| value | eport on a sep | parate line for each | class of securities b | eneficially | y ow | ned o | lirectly o | Perso | ns who | | | e collection | | | ed SEC | 1474 (9-02) |
| value | eport on a sep | parate line for each | class of securities b | eneficially | y ow | ned o | lirectly o | Perso in thi | ons who | re not i | required | e collection I to respond MB control r | unless th | | ed SEC | 1474 (9-02) |
| value | eport on a se | parate line for each | | | | | | Perso in thi displ | ons who s form a ays a cu | re not i | required valid O | I to respond MB control r | unless th | | ed SEC | 1474 (9-02) |
| value | eport on a se | parate line for each | Table II - 1 | | e Sec | curiti | ies Acqu | Perso in thi displ | ons who s form a ays a cu | re not i rrently , or Ben | required valid O eficially | I to respond MB control r | unless th | | led SEC | 1474 (9-02) |
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| Reminder: Re | 2. Conversion or Exercise | 3. Transaction Date | Table II - 1 3A. Deemed Execution Date, it | Derivative e.g., puts, 4. Transac Code | e Sec | 5. Nof Deri Seco | ies Acquarrants, fumber ivative urities uired or | Person in thi displayed, Displayed, Displayed, Date and Exp | ons who is form a ays a cusposed of converting Exercisals iration D | or Ben ble security | required valid One ficially rities) 7. Title and Juderlying | I to respond MB control r Owned d Amount of g Securities | 8. Price of Derivative Security | 9. Number of Derivative Securities Beneficially Owned Following | f 10. Owners Form of Derivat Security Direct (| 11. Nat ship of Indir f Benefic ive Owners y: (Instr. 4 |
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| Reminder: Restricted Stock Units Restricted Stock | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year | Table II - 1 3A. Deemed Execution Date, it | Derivative e.g., puts, 4. f Transac Code (Instr. 8) | e See, call | 5. Nof Deri Section Acquired (A) Disposition of (I (Instantal | ies Acquarrants, fumber ivative curities uired or coosed D) tr. 3, 4, 5) | Person in thin display the population of the pop | bons who so form a says a cusposed of converting Exercisabiration D Day/Year | re not i rrently or Ben ble secul ate (1) (3) | requirectivalid One efficially rities) 7. Title ar Junderlyin Instr. 3 a Fitle Commo Stock | Amount or Number of Shares | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction((Instr. 4) | f 10. Owners Form of Derivat Security Direct (or Indirect) (Instr. 4 | thip of Indir f Benefic ive Owners (Instr. 4 |
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Relationships

Other

Officer

10%

Owner

Director

Reporting Owner Name / Address

| Nelson Shawn David C/O THE LOVESAC COMPANY TWO LANDMARK SQUARE, SUITE 300 STAMFORD, CT 06901 | X | | Chief Executive Officer | | |
|---|---|--|-------------------------|--|--|
|---|---|--|-------------------------|--|--|

Signatures

| /s/ Megan C. Preneta, Attorney-in-Fact | 03/28/2022 |
|--|------------|
| **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) 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 one share of the Issuer's Common Stock.
- (3) The reported shares will be settled on June 5, 2022 upon the vesting of the third 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.
- The reported shares will be settled on June 5, 2022 upon the vesting of the second 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.
- (5) The reported shares will be settled on June 7, 2022 upon the vesting of the first tranche of performance-based RSUs granted on June 7, 2021 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.

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.