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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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>Nelson Shawn David</u>  (Last) (First) (Middle) C/O THE LOVESAC COMPANY TWO LANDMARK SQUARE, SUITE 300  (Street) STAMFORD CT 06901  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Lovesac Co [ LOVE ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chief Executive Officer</b>	
	3. Date of Earliest Transaction (Month/Day/Year) 04/15/2023		
	4. If Amendment, Date of 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	
	Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**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	04/15/2023		F		1,256 <sup>(1)</sup>	D	\$28.49	180,544	D	
Common Stock, \$0.00001 par value	04/15/2023		M		2,772 <sup>(2)</sup>	A	\$0	183,326	D	
Common Stock, \$0.00001 par value	04/15/2023		F		1,308 <sup>(3)</sup>	D	\$28.49	182,018	D	
Common Stock, \$0.00001 par value								55,795	I	The LPDV Holding Trust <sup>(4)</sup>

**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 Securities Underlying Derivative Security (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: 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	(5)	04/15/2023		A		14,544		(6)	(6)	Common Stock	14,544	\$0	14,544	D	
Restricted Stock Units (Performance-based Vesting)	(5)	04/15/2023		A		14,544		(6)	(6)	Common Stock	14,544	\$0	29,088	D	
Restricted Stock Units (Performance-based Vesting)	(5)	04/15/2023		A		72,243		(7)	(7)	Common Stock	72,243	\$0	72,243	D	
Restricted Stock Units	(5)	04/15/2023		M			2,772	(2)	(2)	Common Stock	2,772	\$0	5,544	D	

**Explanation of Responses:**

- The reported shares were withheld to satisfy the Reporting Person's tax liability in connection with the settlement of the first tranche of performance-based restricted stock units ("RSUs") granted on April 15, 2022 that vested on March 23, 2023. No shares were sold.
- The reported shares were acquired upon the vesting of the first tranche of time-based RSUs granted on April 15, 2022.
- The reported shares were withheld to satisfy the Reporting Person's tax liability in connection with the settlement of the first tranche of time-based RSUs granted on April 15, 2022. No shares were sold.
- 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.
- Each RSU represents the contingent right to receive, upon vesting and settlement of the RSU, one share of the Issuer's common stock.
- On April 15, 2023, the Reporting Person received a grant of 29,088 RSUs, of which (a) 50% vest in three equal installments on the first, second and third anniversaries of the grant date, and (b) 50% vest in three tranches with each tranche eligible to vest based on the Issuer's achievements of certain financial performance targets for the applicable performance period.
- On April 15, 2023, the Reporting Person received a grant of RSUs which vest in a single tranche based on the Issuer's achievements of certain stretch financial performance targets for the performance period.

**Remarks:**

/s/ Megan C. Preneta, as Attorney-in-Fact for Shawn Nelson 04/18/2023

\*\* Signature of Reporting Person Date

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

\* 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).

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

**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 Number.**