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**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

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 * <u>Nelson Shawn David</u>  (Last) (First) (Middle) <u>C/O THE LOVESAC COMPANY</u> <u>TWO LANDMARK SQUARE, SUITE 300</u>  (Street) <u>STAMFORD CT 06901</u>  (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) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/05/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	06/05/2023		M		7,145 <sup>(1)</sup>	A	\$0	202,706	D	
Common Stock, \$0.00001 par value	06/05/2023		F		3,237 <sup>(2)</sup>	D	\$22.86	199,469	D	
Common Stock, \$0.00001 par value	06/05/2023		M		7,146 <sup>(3)</sup>	A	\$0	206,615	D	
Common Stock, \$0.00001 par value	06/05/2023		F		3,238 <sup>(4)</sup>	D	\$22.86	203,377	D	
Common Stock, \$0.00001 par value								55,795	I	The LPDV Holding Trust <sup>(5)</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
Restricted Stock Units (Performance-based Vesting)	(6)	06/05/2023		M		7,145		(1)	(1)	Common Stock	7,145	\$0	0	D	
Restricted Stock Units	(6)	06/05/2023		M		7,146		(3)	(3)	Common Stock	7,146	\$0	0	D	

**Explanation of Responses:**

- The reported shares were acquired upon the vesting of the third tranche of performance-based restricted stock units ("RSUs") granted on June 5, 2020.
- The reported shares were withheld to satisfy the Reporting Person's tax liability in connection with the settlement of the third tranche of performance-based RSUs granted on June 5, 2020. No shares were sold.
- The reported shares were acquired upon the vesting of the third tranche of time-based RSUs granted on June 5, 2020.
- The reported shares were withheld to satisfy the Reporting Person's tax liability in connection with the settlement of the third tranche of time-based RSUs granted on June 5, 2020. 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 restricted stock unit represents the contingent right to receive, upon vesting and settlement of the RSU, one share of the Issuer's Common Stock.

**Remarks:**

/s/ Megan C. Preneta, as Attorney-in-Fact for Shawn Nelson 06/07/2023

\*\* 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.