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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).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>HEYER ANDREW R</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  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/27/2023</u>	
	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

**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, par value \$0.00001	12/27/2023		P		1,500	A	\$25.9993 <sup>(1)</sup>	2,500	I	See Footnote <sup>(2)(3)</sup>
Common Stock, par value \$0.00001	12/27/2023		P		1,500	A	\$25.9993 <sup>(1)</sup>	2,500	I	See Footnote <sup>(2)(4)</sup>
Common Stock, par value \$0.00001	12/27/2023		P		1,500	A	\$25.9993 <sup>(1)</sup>	2,500	I	See Footnote <sup>(2)(5)</sup>
Common Stock, par value \$0.00001	12/27/2023		P		1,800	A	\$25.9993 <sup>(1)</sup>	2,800	I	See Footnote <sup>(2)(6)</sup>
Common Stock, par value \$0.00001	12/27/2023		P		1,000	A	\$25.9993 <sup>(1)</sup>	1,000	I	See Footnote <sup>(2)(7)</sup>
Common Stock, par value \$0.00001	12/27/2023		P		1,800	A	\$25.9993 <sup>(1)</sup>	2,800	I	See Footnote <sup>(2)(8)</sup>
Common Stock, par value \$0.00001								2,000	I	By Harris Heyer Trust <sup>(2)</sup>
Common Stock, par value \$0.00001								2,000	I	By James Heyer Trust <sup>(2)</sup>
Common Stock, par value \$0.00001								2,000	I	By Peter Justin Heyer Trust <sup>(2)</sup>
Common Stock, par value \$0.00001								2,000	I	By William Heyer Trust <sup>(2)</sup>
Common Stock, par value \$0.00001								5,000	I	By Heyer Family Foundation <sup>(2)</sup>
Common Stock, par value \$0.00001								3,000	I	By Heyer Charitable Lead Annuity Trust <sup>(2)</sup>
Common Stock, par value \$0.00001								35,282	I	By Heyer Investment Management LLC <sup>(2)</sup>

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, par value \$0.00001								19,891	I	By Andrew R. Heyer 2007 Associates L.P. <sup>(2)</sup>
Common Stock, par value \$0.00001								1,749	I	By MEP Co-Invest, LLC <sup>(2)</sup>
Common Stock, par value \$0.00001								231,062	D	

**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					

**Explanation of Responses:**

- The price reported is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$25.97 to \$26.00. The reporting person undertakes to provide to the Issuer, any security holders of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each price within the range set forth in this footnote.
- The reporting person may be deemed to have or share beneficial ownership of these securities. The reporting person disclaims beneficial ownership of such securities, except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended or for any other purpose.
- Reflects shares purchased for the benefit of the Charlotte Heyer Trust of which the reporting person or the reporting person's spouse serves as trustee.
- Reflects shares purchased for the benefit of the Daniel Heyer Trust of which the reporting person or the reporting person's spouse serves as trustee.
- Reflects shares purchased for the benefit of the Max Heyer Trust of which the reporting person or the reporting person's spouse serves as trustee.
- Reflects shares purchased for the benefit of the Eleanor Heyer Trust of which the reporting person or the reporting person's spouse serves as trustee.
- Reflects shares purchased for the benefit of the Sabrina Belle Heyer Trust of which the reporting person or the reporting person's spouse serves as trustee.
- Reflects shares purchased for the benefit of the Georgina Heyer Trust of which the reporting person or the reporting person's spouse serves as trustee.

**Remarks:**

/s/ Megan C. Preneta, Attorney-in-Fact for Andrew R. Heyer 12/29/2023

\*\* 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.