

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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) 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) Chief Executive Officer
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/05/2019</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								162,636	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	Title	Amount or Number of Shares				
Restricted Stock Units	(1)	06/05/2019		A		16,010		(2)	(2)	Common Stock	16,010	\$0	16,010	D	
Nonstatutory Stock Option (Right to Buy)	\$38.1	06/05/2019		A		330,244		(3)	06/05/2029	Common Stock	330,244	\$0	330,244	D	

**Explanation of Responses:**

- Each restricted stock unit ("RSU") represents the contingent right to receive, upon vesting of the RSU, one share of the Issuer's common stock.
- The reporting person received a grant of 16,010 RSUs, of which (a) 50% are subject to a three-year time based vesting schedule, vesting 33.34% on the first anniversary of the grant date and vesting 33.33% on each of the second and third year anniversaries of the grant date, and (b) 50% are performance based granted in three tranches with each tranche being conditioned upon the achievement of certain annual revenue and earnings before interest, taxes, depreciation, and amortization (EBITDA) performance versus pre-established targets.
- 100% of the stock options are subject to vesting on the first trading day after the date on which the closing price of the Issuer's common stock has been at least \$75 (subject to adjustment) for 60 consecutive trading days (the "Stock Price Goal"), so long as the Stock Price Goal is attained by June 5, 2022 and the reporting person has remained in continuous service through such date (both, the "Additional Vesting Conditions"). If the Stock Price Goal is not attained or the Additional Vesting Conditions are not satisfied, then the stock options will terminate and be of no further effect on the earlier of June 5, 2022 or the reporting person's termination of service.

/s/ Shawn Nelson 06/07/2019

\*\* 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.