

OMB APPROVAL	
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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

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>01/31/2019</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	01/31/2019		M		13,125	A	\$0.00 ⁽¹⁾	75,339	D	
Common Stock, \$0.00001 par value	01/31/2019		F		4,007 ⁽²⁾	D	\$23.32	71,332	D	
Common Stock, \$0.00001 par value	01/31/2019		M		14,877	A	\$0.00 ⁽¹⁾	86,209	D	
Common Stock, \$0.00001 par value	01/31/2019		F		4,359 ⁽²⁾	D	\$23.32	81,850	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
Restricted Stock Units	\$0.00	01/31/2019		M			13,125	(3)	(3)	Common Stock	13,125	\$0.00	65,625	D	
Restricted Stock Units	\$0.00	01/31/2019		M			14,877	(4)	(4)	Common Stock	14,877	\$0.00	74,385	D	

Explanation of Responses:

- Each restricted stock unit (RSU) represents the contingent right to receive, upon vesting of the RSU, on share of the Issuer's common stock.
- Represents the number of shares withheld by the Issuer to cover tax withholding obligations in connection with the vesting of RSUs.
- As previously reported, on October 26, 2017 the reporting person was granted 105,000 RSUs of which 50% are time vesting and 50% are performance based. The time vesting restricted stock units vested 25% on January 31, 2018 and January 31, 2019, and vest 25% on each of January 31, 2020 and 2021. The 39,375 remaining performance vesting units vest 25% annually upon the achievement of certain benchmarks.
- As previously reported, on May 10, 2018 the reporting person was granted 119,016 RSUs of which 50% are time vesting and 50% are performance based. The time vesting restricted stock units vested 25% at the closing of the issuer's IPO, and vest 25% on January 31, 2019, 2020 and 2021. The performance vesting units vest 25% annually upon the achievement of certain benchmarks.

/s/ Shawn Nelson 02/04/2019

** 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.

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