

OMB APPROVAL	
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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 * <b>HEYER ANDREW R</b>  (Last) (First) (Middle) <b>C/O MISTRAL EQUITY PARTNERS</b> <b>650 FIFTH AVENUE, 10TH FLOOR</b>  (Street) <b>NEW YORK NY 10019</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>Lovesac Co [ LOVE ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>12/18/2019</b>	
	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, par value \$0.00001	12/18/2019		D <sup>(1)</sup>		175,478	D	\$0	3,611,361	I	See Footnote <sup>(2)(8)</sup>
Common Stock, par value \$0.00001	12/18/2019		J <sup>(3)</sup>		3,611,361	D	\$0	0	I	See Footnote <sup>(2)(8)</sup>
Common Stock, par value \$0.00001	12/18/2019		J <sup>(4)</sup>		2,628,569	A	\$0	2,628,569	I	See Footnote <sup>(5)(8)</sup>
Common Stock, par value \$0.00001	12/18/2019		J <sup>(14)</sup>		446,145	D	\$0	1,654,082	I	See Footnote <sup>(8)</sup>
Common Stock, par value \$0.00001	12/18/2019		J <sup>(4)</sup>		430,304	A	\$0	430,304	I	See Footnote <sup>(6)(8)</sup>
Common Stock, par value \$0.00001								154,433	I	See Footnote <sup>(7)(8)</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					
Restricted Stock Units	(9)							(10)	(10)	Common Stock		3,245	D	
Restricted Stock Units	(9)							(11)	(11)	Common Stock		3,245	D	
Warrants to Purchase Common Stock	\$16							05/30/2017	06/29/2021	Common Stock		75,000	I	See Footnote <sup>(15)(8)(12)</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				
Warrants to Purchase Common Stock	\$16							05/30/2017	06/29/2021	Common Stock	90,000		90,000	I	See Footnote <sup>(6)(8)(12)</sup>
Warrants to Purchase Common Stock	\$16							10/19/2017	06/29/2021	Common Stock	74,200		74,200	I	See Footnote <sup>(7)(8)(12)(13)</sup>

**Explanation of Responses:**

- Represents a contribution of shares of the registrant's common stock from SAC Acquisition LLC ("SAC") to the registrant in connection with an exchange of options previously issued by SAC.
- These securities were held by SAC.
- Represents a pro rata distribution of shares of the registrant's common stock from SAC to its members.
- Represents shares acquired in a pro rata distribution of shares of the registrant's common stock from SAC to its members.
- These securities were held by Mistral Sac Holdings, LLC ("MSH") after giving effect to the distribution described in footnote 3, prior to giving effect to the distribution described in footnote 14.
- These securities are held by Mistral Sac Holdings 2, LLC ("MSH2") and, in the case of common stock, after giving effect to the distribution described in footnote 3.
- These securities are held by Mistral Sac Holdings 4, LLC ("MSH4").
- By reason of the provisions of Rule 16a-1 of the Exchange Act, Mr. Heyer may be deemed to have beneficial ownership of certain of the securities that are beneficially owned by SAC, MSH, MSH2, MSH3, MSH4 and the Mistral Funds (as defined below). Mr. Heyer disclaims beneficial ownership of the securities owned by SAC, MSH, MSH2, MSH3, MSH4 and the Mistral Funds, except to the extent of Mr. Heyer's pecuniary interest therein.
- Each restricted stock unit ("RSU") represents the contingent right to receive, upon vesting of the RSU, one share of the registrant's common stock.
- The reporting person received a grant of 3,245 RSUs, of which 100% are subject vesting on the first anniversary of the October 2, 2019 grant date.
- The reporting person received a grant of 3,245 RSUs, of which 50% are subject vesting on the first anniversary of the October 2, 2019 grant date and 50% are subject vesting on the second anniversary of the grant date.
- The number of shares underlying these warrants reflects the 1-for-2.5 reverse stock split of the issuer's common stock that occurred at the time of the issuer's initial public offering. This adjustment should have been reflected in the reporting person's Form 4 filed on November 2, 2018.
- In the reporting person's Form 4 filed on November 2, 2018, these warrants were incorrectly presented as being held by SAC Acquisition LLC.
- Represents the net result of a pro rata distribution of 2,639,744 shares of the registrant's common stock from MSH to its members. As a result of the distribution, 446,145 shares of the registrant's common stock were distributed to non-affiliates of the reporting person and the remaining shares are held by Mistral Equity Partners, LP, Mistral Equity Partners QP, LP and MEP Co-Invest, LLC (collectively, the "Mistral Funds"), each of which is controlled by Mr. Heyer.
- These securities are held by the Mistral Funds.

/s/ Andrew R. Heyer                      12/20/2019  
 \*\* 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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