

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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* Nelson Shawn David	2. Issuer Name and Ticker or Trading Symbol Lovesac Co [LOVE]	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) 03/22/2019	
(Last) (First) (Middle) TWO LANDMARK SQUARE, SUITE 300	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 Form filed by More than One Reporting Person
(Street) STAMFORD CT 06901		
(City) (State) (Zip)		

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	03/22/2019		M		65,625	A	\$0.00 ⁽¹⁾	147,475	D	
Common Stock, \$0.00001 par value	03/22/2019		F		27,759 ⁽²⁾	D	\$26.15	119,716	D	
Common Stock, \$0.00001 par value	03/22/2019		M		74,385	A	\$0.00 ⁽¹⁾	194,101	D	
Common Stock, \$0.00001 par value	03/22/2019		F		31,465 ⁽²⁾	D	\$26.15	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
Restricted Stock Units	\$0.00	03/22/2019		M			65,625	(3)	(3)	Common Stock	65,625	\$0.00	0	D	
Restricted Stock Units	\$0.00	03/22/2019		M			74,385	(4)	(4)	Common Stock	74,385	\$0.00	0	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. All remaining time and performance based RSUs vested on March 22, 2019, upon the achievement of pre-established performance metrics set forth in the reporting person's grant agreement, as approved by the Issuer's Compensation Committee.
- 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. All remaining time and performance based RSUs vested on March 22, 2019, upon the achievement of pre-established performance metrics set forth in the reporting person's grant agreement, as approved by the Issuer's Compensation Committee.

/s/ Shawn Nelson 03/26/2019

** 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.