

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>Chia Stanley</u>			2. Issuer Name and Ticker or Trading Symbol <u>Vivid Seats Inc. [SEAT]</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) Chief Executive Officer Other (specify below)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 09/11/2024			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			
C/O VIVID SEATS INC. 24 E. WASHINGTON STREET, SUITE 900			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	(City)	(State)	(Zip)						
CHICAGO	IL	60602							
(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			
Class A Common Stock	09/11/2024		M		26,397	A	(1)	653,763	D	
Class A Common Stock	09/11/2024		M		43,585	A	(1)	697,348	D	
Class A Common Stock	09/11/2024		G		697,348	D	\$0	0 ⁽²⁾	D	
Class A Common Stock	09/11/2024		G		697,348	A	\$0	697,348	I	By trust ⁽²⁾

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)	09/11/2024		M			26,397	(3)	(3)	Class A Common Stock	26,397	\$0	52,795	D	
Restricted Stock Units	(1)	09/11/2024		G			52,795 ⁽⁴⁾	(3)	(3)	Class A Common Stock	52,795	\$0	0 ⁽²⁾	D	
Restricted Stock Units	(1)	09/11/2024		G			78,125 ⁽⁵⁾	(5)	(5)	Class A Common Stock	78,125	\$0	0 ⁽²⁾	D	
Restricted Stock Units	(1)	09/11/2024		M			43,585	(6)	(6)	Class A Common Stock	43,585	\$0	261,508	D	
Restricted Stock Units	(1)	09/11/2024		G			261,508 ⁽⁷⁾	(6)	(6)	Class A Common Stock	261,508	\$0	0 ⁽²⁾	D	
Stock Option	\$7.17	09/11/2024		G			1,136,363 ⁽⁸⁾	(8)	03/10/2033	Class A Common Stock	1,136,363	\$0	0 ⁽²⁾	D	
Stock Option	\$6.76	09/11/2024		G			663,130 ⁽⁹⁾	(9)	10/19/2031	Class A Common Stock	663,130	\$0	0 ⁽²⁾	D	
Stock Option	\$6.76	09/11/2024		G			814,536 ⁽¹⁰⁾	(10)	03/11/2032	Class A Common Stock	814,536	\$0	0 ⁽²⁾	D	
Restricted Stock Units	(1)	09/11/2024		G			1,937,984 ⁽¹¹⁾	(11)	(11)	Class A Common Stock	1,937,984	\$0	0 ⁽²⁾	D	
Restricted Stock Units	(1)	09/11/2024		G			1,400,000 ⁽¹²⁾	(12)	(12)	Class A Common Stock	1,400,000	\$0	0 ⁽²⁾	D	
Stock Option	\$7.17	09/11/2024		G			1,136,363 ⁽⁸⁾	(8)	03/10/2033	Class A Common Stock	1,136,363	\$0	1,136,363	I	By trust ⁽²⁾
Restricted Stock Units	(1)	09/11/2024		G			52,795 ⁽⁴⁾	(3)	(3)	Class A Common Stock	52,795	\$0	52,795	I	By trust ⁽²⁾
Restricted Stock Units	(1)	09/11/2024		G			261,508 ⁽⁷⁾	(6)	(6)	Class A Common Stock	261,508	\$0	261,508	I	By trust ⁽²⁾
Restricted Stock Units	(1)	09/11/2024		G			78,125 ⁽⁵⁾	(5)	(5)	Class A Common Stock	78,125	\$0	78,125	I	By trust ⁽²⁾

**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)	09/11/2024		G		1,937,984 ⁽¹¹⁾		(11)	(11)	Class A Common Stock	1,937,984	\$0	1,937,984	I	By trust ⁽²⁾
Restricted Stock Units	(1)	09/11/2024		G		1,400,000 ⁽¹²⁾		(12)	(12)	Class A Common Stock	1,400,000	\$0	1,400,000	I	By trust ⁽²⁾
Stock Option	\$6.76	09/11/2024		G		663,130 ⁽⁹⁾		(9)	10/19/2031	Class A Common Stock	663,130	\$0	663,130	I	By trust ⁽²⁾
Stock Option	\$6.76	09/11/2024		G		814,536 ⁽¹⁰⁾		(10)	03/11/2032	Class A Common Stock	814,536	\$0	814,536	I	By trust ⁽²⁾

Explanation of Responses:

- Each Restricted Stock Unit ("RSU") represents a contingent right to receive one share of Class A common stock.
- The reporting person transferred these securities to a trust, of which he is co-trustee, for the benefit of his immediate family members. The reporting person remains the beneficial owner of the securities held by the trust.
- One-third of the RSUs vested and settled on March 11, 2023. The remainder of the RSUs vest and settle in equal quarterly installments such that they will be fully vested on March 11, 2025. The RSUs do not have an expiration date.
- Represents the unvested portion of an initial RSU award covering 316,764 shares of Class A common stock.
- Represents the unvested portion of an initial RSU award covering 250,000 shares of Class A common stock. The RSUs began vesting and settling in 16 equal quarterly installments on January 19, 2022 such that they will be fully vested on October 19, 2025. The RSUs do not have an expiration date.
- One-third of the RSUs vested and settled on March 11, 2024. The remainder of the RSUs vest and settle in equal quarterly installments such that they will be fully vested on March 11, 2026. The RSUs do not have an expiration date.
- Represents the unvested portion of an initial RSU award covering 523,012 shares of Class A common stock.
- Represents the entirety of a stock option award, of which 568,181 stock options are vested. One-third of the stock options vested on March 11, 2024. The remainder of the stock options vest in equal quarterly installments such that they will be fully vested on March 11, 2026.
- Represents the entirety of a stock option award, of which 455,901 stock options are vested. The stock options began vesting in 16 equal quarterly installments on January 19, 2022 such that they will be fully vested on October 19, 2025.
- Represents the entirety of a stock option award, of which 678,780 stock options are vested. One-third of the stock options vested on March 11, 2023. The remainder of the stock options vest in equal quarterly installments such that they will be fully vested on March 11, 2025.
- Represents the entirety of an RSU award that has not yet begun to vest. One-third of the RSUs will vest and settle on March 11, 2025. The remainder of the RSUs will vest and settle in equal quarterly installments such that they will be fully vested on March 11, 2027. The RSUs do not have an expiration date.
- Represents the entirety of an RSU award that has not yet begun to vest. One-third of the RSUs will vest and settle on May 12, 2025. The remainder of the RSUs will vest and settle in equal quarterly installments such that they will be fully vested on May 12, 2027. The RSUs do not have an expiration date.

/s/ Stanley Chia

09/13/2024

** 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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