FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Vashington,	DC	20549	
vasiliigton,	D.C.	20343	

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

	OMB APPROVAL									
	OMB Number:	3235-0287								
	Estimated average	burden								
- 1	hours nor 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).

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*					2. Issuer Name and Ticker or Trading Symbol Vivid Seats Inc. [SEAT]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
<u>Wagne</u>	<u>r Jonatha</u>	<u>n Miles</u>			1 11	'Iu	ocu	to mic.	LOLITI	J				1	Directo	or		10% Ov	wner
					.									┥ 、	Officer	(give title		Other (s	specify
(Last) (First) (Middle)						3. Date of Earliest Transaction (Month/Day/Year)								X	below)			below)	.,.,
(Last)	`	,	(Middle)		06/1	06/11/2023									Ch	ief Techn	olog	y Officer	
C/O VIV	ID SEATS	INC.			H-		_							+					
24 E. WASHINGTON STREET, SUITE 900					4. If <i>i</i>	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)					
(Ctroot)														X	Form	filed by One	Rep	orting Perso	on
(Street)	30 II		cocoo											1			e tha	n One Repo	orting
CHICAG	GO IL		60602											1	Perso	n			
(City) (State) (Zip)						Rule 10b5-1(c) Transaction Indication													
(0.5)	(0		(=.b)		1_														
						Chec satisf	k this I v the a	box to ind affirmative	licate that a defense co	trans Inditio	action was ons of Rule	made purs 10b5-1(c).	uant t See I	to a contr Instructio	act, instruct n 10.	ion or writter	n plan i	that is intend	ed to
							,												
		Tab	le I - No	n-Deriv	ative	Sec	curit	ies Ac	quired,	Dis	posed o	of, or E	ene	ficiall	y Owne	d			
1. Title of	Security (Ins	tr. 3)		2. Transa	ction	tion 2A. Deemed Execution Date, if any (Month/Day/Year)			3.			ities Acqu			5. Amou				7. Nature
				Date (Month/F	av/Year)				Code (Instr. 5)		d Of (D) (Instr. 3, 4 and			d Securities Beneficially				of Indirect Beneficial	
				(ayr rear,									Owned	Following (i)		(Instr. 4)	Ownership	
											1,		or			Reported Transaction(s)			(Instr. 4)
									Code	V	Amount	(D)		Price	(Instr. 3				
Class A Common Stock 06/11/2				/2023	2023			М		10,152 A			\$0.00	65,061			D		
					/D.O.D.D.	╁			+		2.005	(1)	$\overline{}$	AT 00 (2)) 65	450		_	
Class A Common Stock 06/12/2					/2023				S		2,905	(1) I)	\$7.82 ⁽²	62	,156		D	
		Т	able II -	Deriva	tive S	ecu	ritie	s Acq	uired, D	isp	osed of	, or Be	nefi	cially	Owned				
				(e.g., p	uts, c	alls	, wa	arrants	, optior	ıs, c	onverti	ble se	curit	ties)					
1. Title of	2.	3. Transaction	3A. Deen	ned	4.		5. N	umber	6. Date Ex	ercis	able and	7. Title a	ınd		8. Price of	9. Number	r of	10.	11. Nature
Derivative Conversion Date Execution					Transac	ction of		Expiration Date Amount		of		Derivative	derivative		Ownership				
Security or Exercise (Month/Day/Year) if any (Month/Day/Year) (Month/Day/Year)						ıstr.	str. Derivative Securities						Securities Underlying		Security (Instr. 5)		Securities Beneficially		Form: Direct (D)
(111311. 3)	Derivative Acquired D								Derivati	ve Se	curity	(111311. 3)	Owned	or Indired	or Indirect	(Instr. 4)			
	Security (A) or (Instr. Disposed									(Instr. 3	and 4	4)		Following		(I) (Instr. 4)	1		
							of (E									Reported Transaction	on(s)		1
					(Instr. 3, 4 and 5)		tr. 3, 4								(Instr. 4)	,(0,			
												l		nount					
												l	or Nu	ımber					
						 ,,	₍₁₎	[_m ,	Date		Expiration	Tinta	of						
					Code	٧	(A)	(D)	Exercisat	ne L	Date	Title	+	ares					
Restricted Stock	(3)	06/11/2023			M			10,152	(4)		(4)	Class A Common),152	\$0.00	71,070	,	D	
Units	(3)	00/11/2023			1V1			10,152	(+)		(+)	Stock	1 10	,154	Φυ.υυ	/1,0/0	'	ע	

Explanation of Responses:

- 1. Sales reported herein were made pursuant to a "mandatory sell to cover" dictated by the restricted stock unit ("RSU") award agreement in order to cover tax withholding obligations in connection with the vesting and settlement of RSUs.
- 2. The price reported is a weighted average price. The securities were sold in multiple transactions at per share prices ranging from \$7.82 to \$7.84. The Reporting Person undertakes to provide upon request from the SEC staff, the Issuer, or any shareholder of the Issuer, full information regarding the number of securities sold at each separate price within the range set forth in this footnote
- 3. Each Restricted Stock Unit ("RSU") represents a contingent right to receive one share of the Issuer's Class A Common Stock
- 4. The RSUs have vested and settled with respect to one third of the RSUs and will vest and settle in equal quarterly installments such that the RSUs will become fully vested on March 11, 2025. The RSUs do not have an expiration date

Remarks:

/s/ Jonathan Miles Wagner

06/13/2023

** 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.