

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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).

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>Pickus Edward</u>  (Last) (First) (Middle) C/O VIVID SEATS INC. 24 E. WASHINGTON STREET, SUITE 900  (Street) CHICAGO IL 60602  (City) (State) (Zip)	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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Accounting Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/10/2023</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			
Class A Common Stock	03/11/2023		M		9,746	A	(1)	15,957	D	
Class A Common Stock	03/13/2023		S		2,893 <sup>(2)</sup>	D	\$7.04 <sup>(3)</sup>	13,064	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	(1)	03/11/2023		M		9,746		(4)	(4)	Class A Common Stock	9,746	\$0.00	19,493	D	
Restricted Stock Units	(1)	03/10/2023		A		48,814		(5)	(5)	Class A Common Stock	48,814	\$0.00	48,814	D	

**Explanation of Responses:**

- Each Restricted Stock Unit ("RSU") represents a contingent right to receive one share of the Issuer's Class A Common Stock
- Represents the aggregate number of shares sold by the Reporting Person solely to cover required taxes and fees due upon the vesting and settlement of RSUs.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$7.04 to \$7.17, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in the footnotes.
- 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.
- The RSUs will vest and settle with respect to one third of the RSUs on March 10, 2024 and in equal quarterly installments thereafter such that the RSUs will become fully vested on March 10, 2026. The RSUs do not have an expiration date.

**Remarks:**

/s/ Edward Pickus 03/14/2023  
 \*\* 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.

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