FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549
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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

OMB APPROVAL								
OMB Number: 3235-028								
Estimated average burden								
hours per 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).
monucion I(b).

1. Name and Address of Reporting Person*  Morris David E.						2. Issuer Name and Ticker or Trading Symbol Vivid Seats Inc. [ SEAT ]							(Che	eck all applic	cable)	ng Person(s) to Iss 10% O Other (		wner			
(Last) (First) (Middle) C/O VIVID SEATS INC.						3. Date of Earliest Transaction (Month/Day/Year) 03/11/2022							7	below)			below)	peony			
111 N. CANAL STREET, SUITE 800														-							
(Street) CHICAC			60606		4. 11	4. If Amendment, Date of Original Filed (Month/Day/Year)							Line	Individual or Joint/Group Filing (Check Applicable le)  X Form filed by One Reporting Person Form filed by More than One Reporting Person				1			
(City)	(5)		(Zip)								_				<i></i>						
Table I - Non-Deriva  1. Title of Security (Instr. 3)  2. Transac Date (Month/Date)					action 2A. Deemed Execution Date, if any (Month/Day/Year) 8			3. Fransacti Code (Ins 3)	on str.	4. Securit Disposed 5)	ount (A) or (D) P			5. Amou Securitie Benefici Owned F Reporter Transact (Instr. 3	nt of es Forn (D) of Following d (I) (II)		n: Direct r Indirect istr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
	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 D if any (Month/Day)	oate, T	ransa Code (I		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisa Expiration Date (Month/Day/Year			of Securities		ecurity	8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	s S Illy	Ownership Form: Direct (D) or Indirect (I) (Instr. 4	Beneficial Ownership (Instr. 4)		
				C	Code	v	(A)	(D)	Date Exe	e ercisable		xpiration ate	Title	0 0	lumber						
Restricted Stock Units	(1)	03/11/2022			A		34,113			(2)		(2)	Class Comm Stock	on 3	34,113	\$0.00	34,113	3	D		

## **Explanation of Responses:**

- 1. Each Restricted Stock Unit ("RSU") represents a contingent right to receive one share of the Issuer's Class A Common Stock.
- 2. The RSUs will vest and settle with respect to one third of the RSUs on March 11, 2023 and in equal quarterly installments thereafter such that the RSUs will become fully vested on March 11, 2025. The RSUs do not have an expiration date.

## Remarks:

/s/ David Morris

03/15/2022

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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.