

OMB APPROVAL	
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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>Hoya Topco, LLC</u> _____ (Last) (First) (Middle) <u>300 NORTH LASALLE STREET, SUITE 5600</u> _____ (Street) <u>CHICAGO IL 60606</u> _____ (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>10/18/2021</u>	3. Issuer Name and Ticker or Trading Symbol <u>Vivid Seats Inc. [SEAT]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) _____ Other (specify below) _____	5. 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 <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Class B Common Stock</u>	<u>124,200,000</u>	<u>I</u>	<u>See footnotes⁽¹⁾⁽²⁾</u>

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>LLC Units of Hoya Intermediate, LLC</u>	<u>(1)</u>	<u>(1)</u>	<u>Class A Common Stock</u>	<u>118,200,000</u>	<u>(1)</u>	<u>I</u>	<u>See footnote⁽¹⁾</u>
<u>Class B Warrants</u>	<u>11/17/2021</u>	<u>10/18/2031</u>	<u>Class B Common Stock</u>	<u>6,000,000</u>	<u>(2)</u>	<u>I</u>	<u>See footnote⁽²⁾</u>

Explanation of Responses:

- The LLC Units of Hoya Intermediate, LLC ("Intermediate Common Units") and an equal number of shares of Class B Common Stock, together are exchangeable for shares of Class A Common Stock on a one-for-one basis at the discretion of the holder, subject to certain exceptions, conditions and adjustments, and have no expiration date.
- The Class B Warrants are exchangeable for shares of Class B Common Stock on a one-for-one basis for an exercise price equal to the exercise price of the corresponding warrants to purchase Intermediate Common Units (the "Hoya Intermediate Warrants"). The Class B Warrants are exercisable only upon the exercise of a corresponding Hoya Intermediate Warrant by Hoya Topco, LLC.

Remarks:

/s/ Stanley Chia, as
President of Hoya Topco, LLC 10/18/2021

** 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 5 (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.