Securities and Exchange Commission

Washington, D.C. 20549

Schedule 13G

(Rule 13d-102)

Information to be Included in Statements Filed Pursuant to § 240.13d-1(b), (c) and (d) and Amendments Thereto Filed Pursuant to § 240.13d-2

UNDER THE SECURITIES EXCHANGE ACT OF 1934 (Amendment No. 1)*

Vivid Seats Inc.

(Name of Issuer)

Class A common stock (Title of Class of Securities)

> 92854T100 (CUSIP Number)

December 31, 2023 (Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

 \Box Rule 13d-1(b)

 \Box Rule 13d-1(c)

 \boxtimes Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Schedule 13G

Page 1 of 13

				e e	
11	Names o	of Repo	rting Persons		
1	Hoya To	opco, I	LC		
2 (Check th	he App	ropriate Box if a Member of a Group		
((a) 🗆	(b)			
3 5	SEC Us	e Only			
4 (Citizens	hip or I	Place of Organization		
1	Delawa	re			
		5	Sole Voting Power		
Numb	or of		0		
Shar		6	Shared Voting Power		
Benefic Owne			82,225,000		
Eac		7	Sole Dispositive Power		
Repor					
Pers Wit					
		8	Shared Dispositive Power		
			82,225,000		
9 A	Aggrega	ite Amo	ount Beneficially Owned by Each Reporting Person		
8	82,225,0	000			
			gregate Amount in Row (9) Excludes Certain Shares		
11 F	Not Applicable I Percent of Class Represented by Amount in Row 9				
		or club			
	38.0%		-		
12 7	Type of	Report	ng Person		
	00				

	20211100	Schedule 196	1 uge 2 01			
1 Nar	nes of Rep	orting Persons				
GT	CR Fund	XI/B LP				
2 Che	eck the App	propriate Box if a Member of a Group				
(a)	□ (b)					
3 SEC	C Use Only	, ,				
4 Citi	zenship or	Place of Organization				
Del	aware					
Del	5	Sole Voting Power				
Number o	of6	0 Shared Voting Power				
Shares Beneficial	-	Shared voting I ower				
Owned b	y	82,225,000				
Each Reportin	α 7	Sole Dispositive Power				
Person		0				
With	8	Shared Dispositive Power				
		82,225,000				
9 Age	gregate Am	ount Beneficially Owned by Each Reporting Person				
		The second se				
	225,000					
10 Che	Check if the Aggregate Amount in Row (9) Excludes Certain Shares					
Not	Applicabl	le				
11 Pero	cent of Clas	ss Represented by Amount in Row 9				
38.0)%					
		ting Person				
PN						

	. 2001	1100	Schedule 196	1 age 5 of		
1 N	lames of	Repo	orting Persons			
G	TCR F	und X	XI/C LP			
2 C	heck the	App	ropriate Box if a Member of a Group			
(a	a) 🗆	(b)				
3 S	EC Use	Only				
5 5	20 050	omy				
4 C	titizenshi	ip or l	Place of Organization			
n	elaware					
		5	Sole Voting Power			
Numbe		6	0 Shared Voting Power			
Share Benefici		0	Shared voting rower			
Owned	l by		82,225,000			
Eacl Report		7	Sole Dispositive Power			
Perso	on		0			
With	n	8	Shared Dispositive Power			
			82 225 000			
9 A	ggregate	Amo	82,225,000 ount Beneficially Owned by Each Reporting Person			
, , , , , , , , , , , , , , , , , , , ,	.991 09uit	/ 1111	San Denenerany O whea by Laen responding reison			
	2,225,00					
10 C	Check if the Aggregate Amount in Row (9) Excludes Certain Shares					
Ν	ot Appli	icable	e			
11 Pe	ercent of Class Represented by Amount in Row 9					
35	8.0%					
		eporti	ing Person			
		•				
P	N					

COBI	110. 720.	511100	Schedule 150	1 age 4 61 1	
1 Names of Reporting Persons			orting Persons		
	GTCR	Partne	rs XI/B LP		
2	Check (a)	the App (b)	ropriate Box if a Member of a Group		
	(a) 🗆	(0)			
3	SEC U	se Only			
4	Citizen	ship or l	Place of Organization		
	Delawa	are			
		5	Sole Voting Power		
Num	ber of		0		
	ares	6	Shared Voting Power		
Owr			82,225,000		
	ach orting	7	Sole Dispositive Power		
Pe	rson Vith		0		
v	v IUII	8	Shared Dispositive Power		
			82,225,000		
9	Aggreg	ate Amo	bunt Beneficially Owned by Each Reporting Person		
	82,225,				
10	Check	if the Ag	ggregate Amount in Row (9) Excludes Certain Shares		
	Not Applicable				
11	Percent	t of Clas	s Represented by Amount in Row 9		
	38.0%				
12	Type of	f Report	ing Person		
	PN				

COSII	110. 920.	1100	Schedule 150	I age 5 01 1		
1	1 Names of Reporting Persons		orting Persons			
	GTCR	Partne	ers XI/A&C LP			
2			propriate Box if a Member of a Group			
	(a) 🗆	(b)				
2	GEO U	0.1				
3	SEC U	se Only				
4	Citizen	ship or 1	Place of Organization			
	Delawa	are 5	Sole Voting Power			
		3	Sole voting Power			
Nur	nber of		0			
	ares	6	Shared Voting Power			
Bene	ficially					
	ned by ach		82,225,000			
	orting	7	Sole Dispositive Power			
Pe	erson		0			
V	Vith	8	Shared Dispositive Power			
			82,225,000			
9	Aggreg	ate Amo	ount Beneficially Owned by Each Reporting Person			
	~ ~ ~ ~					
10	82,225,		agragate Amount in Pour (0) Evolutes Cartain Shares			
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares					
	Not Ap	plicabl	e			
11 Percent of Class Represented by Amount in Row 9						
	38.0%					
12		Report	ing Person			
	51	1				
	PN					

Schedule 13G

Page 6 of 13

				e	
1	Names	of Repo	rting Persons		
	GTCR	Investr	nent XI LLC		
2	Check t	he App	ropriate Box if a Member of a Group		
	(a) 🗆	(b)			
2	OFC IL	0.1			
3	SEC Us	se Only			
4	Citizens	ship or 1	Place of Organization		
	Delawa	ire			
		5	Sole Voting Power		
Num	ber of		0		
	ares	6	Shared Voting Power		
Beneficially					
Owned by 82,225,000 Each 7 Sole Dispositive Power					
	orting	/	Sole Dispositive Power		
Pe	rson		0		
W	/ith	8	Shared Dispositive Power		
			82,225,000		
9	Aggreg	ate Amo	ount Beneficially Owned by Each Reporting Person		
	82,225,	000			
10			gregate Amount in Row (9) Excludes Certain Shares		
	Not Applicable				
11	Percent of Class Represented by Amount in Row 9				
	38.0%				
12		Report	ng Person		
	00				
	00				

ITEM 1. (a) Name of Issuer:

Schedule 13G

Vivid Seats Inc. (the "Issuer").

(b) Address of Issuer's Principal Executive Offices:

24 E. Washington Street, Suite 900, Chicago, IL 60602

ITEM 2. (a) Name of Person Filing:

Each of the following is hereinafter individually referred to as a "Reporting Person" and collectively as the "Reporting Persons." This statement is filed on behalf of:

Hoya Topco, LLC; GTCR Fund XI/B LP ("GTCR Fund XI/B"); GTCR Fund XI/C LP ("GTCR Fund XI/C"); GTCR Partners XI/B LP ("GTCR Partners XI/B"); GTCR Partners XI/A&C LP ("GTCR Partners XI/A&C"); and GTCR Investment XI LLC ("GTCR Investment XI").

(b) Address or Principal Business Office:

The business address of each of the Reporting Persons is 300 North LaSalle Street, Suite 5600, Chicago, IL 60654.

(c) Citizenship of each Reporting Person is:

Each of the Reporting Persons is organized under the laws of the State of Delaware.

(d) Title of Class of Securities:

Class A common stock, par value \$0.0001 per share ("Class A common stock").

(e) CUSIP Number:

92854T100

ITEM 3.

Not applicable.

ITEM 4. Ownership.

(a-c)

The ownership information presented below represents beneficial ownership of Class A common stock of the Issuer as of December 31, 2023, based upon 133,875,814 shares of Class A common stock outstanding as of January 4, 2024 based on the Proxy Statement on Form DEF 14A filed with the Securities and Exchange Commission on January 9, 2024. The ownership information assumes the redemption of the Common Units of Hoya Intermediate, LLC ("Common Units") held by the Reporting Persons for shares of the Issuer's Class A common stock on a one-to-one basis and that no other holder of derivative securities has converted their securities.

Reporting Person	Amount beneficially owned	Percent of class:	Sole power to vote or to direct the vote:	Shared power to vote or to direct the vote:	Sole power to dispose or to direct the disposition of:	Shared power to dispose or to direct the disposition of:
Hoya Topco, LLC	82,225,000	38.0%	0	82,225,000	0	82,225,000
GTCR Fund XI/B LP	82,225,000	38.0%	0	82,225,000	0	82,225,000
GTCR Fund XI/C LP	82,225,000	38.0%	0	82,225,000	0	82,225,000
GTCR Partners XI/B LP	82,225,000	38.0%	0	82,225,000	0	82,225,000
GTCR Partners XI/A&C LP	82,225,000	38.0%	0	82,225,000	0	82,225,000
GTCR Investment XI LLC	82,225,000	38.0%	0	82,225,000	0	82,225,000

Hoya Topco, LLC holds 76,225,000 Common Units and currently exercisable warrants to purchase 6,000,000 Common Units. Each Common Unit may be redeemed by the holder for shares of Class A Common Stock on a one-for-one basis.

GTCR Fund XI/B, GTCR Fund XI/C and certain other entities affiliated with GTCR LLC have the right to appoint a majority of the members of the board of managers of Hoya Topco, LLC. GTCR Partners XI/B is the general partner of GTCR Fund XI/B. GTCR Partners XI/A&C is the general partner of GTCR Fund XI/C. GTCR Investment XI is the general partner of each of GTCR Partners XI/B and GTCR Partners XI/A&C. GTCR Investment XI is managed by a board of managers, which includes Mark M. Anderson and David A. Donnini, and no single person has voting or dispositive authority over the securities reported herein. As such, each of the foregoing entities and individuals may be deemed to share beneficial ownership of the securities reported herein. Each of them disclaims any such beneficial ownership.

ITEM 5. Ownership of Five Percent or Less of a Class.

Not applicable.

ITEM 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

ITEM 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

ITEM 8. Identification and Classification of Members of the Group.

Not applicable.

ITEM 9. Notice of Dissolution of Group.

Not applicable.

ITEM 10. Certification.

Not applicable.

Schedule 13G

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 9, 2024

Hoya Topco, LLC

By:/s/ Stanley ChiaName:Stanley ChiaTitle:President

GTCR FUND XI/B LP

By: GTCR Partners XI/B LP Its: General Partner

By: GTCR Investment XI LLC Its: General Partner

By: /s/ Jeffrey S. Wright Name: Jeffrey S. Wright Title: Chief Legal Officer

GTCR FUND XI/C LP

By: GTCR Partners XI/A&C LP Its: General Partner

By: GTCR Investment XI LLC Its: General Partner

By: /s/ Jeffrey S. Wright Name: Jeffrey S. Wright Title: Chief Legal Officer

GTCR PARTNERS XI/B LP

By: GTCR Investment XI LLC Its: General Partner

By: /s/ Jeffrey S. Wright Name: Jeffrey S. Wright Title: Chief Legal Officer

GTCR PARTNERS XI/A&C LP

By: GTCR Investment XI LLC Its: General Partner

By:/s/ Jeffrey S. WrightName:Jeffrey S. WrightTitle:Chief Legal Officer

GTCR INVESTMENTS XI LLC

By:	/s/ Jeffrey S. Wright
Name:	Jeffrey S. Wright
Title:	Chief Legal Officer

LIST OF EXHIBITS

Exhibit No.	Description
99	Joint Filing Agreement (previously filed).