

| OMB APPROVAL                                 |           |
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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*<br><u>Bakal Riva</u><br><hr/> (Last) (First) (Middle)<br><u>C/O VIVID SEATS INC.</u><br><u>111 N. CANAL STREET, SUITE 800</u><br><hr/> (Street)<br><u>CHICAGO IL 60606</u><br><hr/> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Vivid Seats Inc. [ SEAT ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director _____ 10% Owner _____<br>Officer (give title below) _____ Other (specify below) _____<br><b>X</b> _____<br><u>SVP, Strategy &amp; Product</u> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>10/19/2021</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 |   |  |   |

**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 Unit                      | (1)  | 10/19/2021                           |  | A                              |   | 61,625   |     | (2)  | (2)             | Class A Common Stock  | 61,625                                     | \$0.00   | 61,625  | D  |       |
| Stock Option                               | \$13.09  | 10/19/2021                           |  | A                              |   | 67,956   |     | (3)  | 10/19/2031      | Class A Common Stock  | 67,956                                     | \$0.00   | 67,956  | D  |       |
| Stock Option                               | \$15   | 10/19/2021                           |  | A                              |   | 67,956   |     | (3)  | 10/19/2031      | Class A Common Stock  | 67,956                                     | \$0.00   | 67,956  | D  |       |

**Explanation of Responses:**

- Each restricted stock unit represents a contingent right to receive one share of the Issuer's Class A Common Stock.
- The restricted stock units will vest in 16 equal quarterly installments beginning on January 19, 2022.
- The stock options will vest in 16 equal quarterly installments beginning on January 19, 2022.

**Remarks:**

/s/ David Morris, Attorney-in-Fact 10/21/2021

\*\* 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 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.