



Vivid Seats Inc.
Reverse Stock Split FAQs
August 5, 2025

On August 4, 2025, Vivid Seats Inc. (the “**Company**”) [announced](#) a 1-for-20 reverse stock split (the “**Reverse Stock Split**”) of its Class A common stock (the “**Class A Common Stock**”) and Class B common stock (the “**Class B Common Stock**”) and, together with the Class A Common Stock, the “**Common Stock**”). The Reverse Stock Split was completed on August 5, 2025. Certain information relating to the Reverse Stock Split is summarized below; additional information was included in the Company’s [definitive proxy statement](#) on Schedule 14A filed with the Securities and Exchange Commission on July 11, 2025 (the “**Proxy Statement**”).

* * * * *

Q: What is the Reverse Stock Split?

A: A reverse stock split exchanges a fixed number of existing shares for a smaller number of new shares. The new shares initially have a higher price, but there are fewer of them. Pursuant to the Reverse Stock Split, every 20 shares of Class A Common Stock and Class B Common Stock were combined into one share of Class A Common Stock and Class B Common Stock, respectively, and the price per share initially increased proportionately.

Q: Why did the Company effect the Reverse Stock Split?

A: Among other reasons, the Reverse Stock Split initially increased the price per share of the Class A Common Stock, which the Company believed could improve its marketability, mitigate trading volatility, lower transaction costs for trading, improve the Company’s ability to attract and retain employees, and support the continued listing of the Class A Common Stock on the Nasdaq Global Select Market (the “**Nasdaq**”).

Q: When was the Reverse Stock Split effective?

A: The Reverse Stock Split was effective at 5:00 p.m. Eastern Time on August 5, 2025 (the “**Effective Time**”). The Class A Common Stock began trading on the Nasdaq on a post-split basis on August 6, 2025.

Q: What is the difference between a “record holder” and a “beneficial owner” of stock?

A: A “record holder” holds shares in their own name with the Company’s transfer agent, Continental Stock Transfer & Trust Company (“**CST**”). A “beneficial owner” holds shares in “street name” (in the name of a bank, broker, or other nominee on behalf of the beneficial owner).

Q: What happened to the Common Stock in the Reverse Stock Split?

- **Record Holders:** At the Effective Time, every 20 shares of Common Stock were automatically combined into one new share of Common Stock, and the price per share initially increased proportionately. For example, if they had 100 shares before the Reverse Stock Split, they would have five shares after the Effective Time. Record holders who otherwise were entitled to a fractional share (because the total number of their pre-split shares was not evenly divisible by 20) instead received a cash payment (without interest and subject to any applicable tax withholding) for that fractional share. For example, if they had 115 shares before the Reverse Stock Split, they would have five shares after the Effective Time and receive a cash payment for the remaining 15 pre-split shares that would have otherwise been converted into a fractional share.
- **Beneficial Owners:** Shares of Common Stock held by beneficial owners were treated in the same manner as shares held by record holders. Accordingly, banks, brokers, and other nominees that hold shares of Common Stock on behalf of beneficial owners were instructed to effect the Reverse Stock Split for such beneficial owners. However, those firms may have different procedures than those followed by CST for record holders. Beneficial owners who have questions regarding the application of the Reverse Stock Split to their shares should contact their bank, broker, or other nominee.

Q: I'm an employee or former employee of the Company. What happened to my equity awards?

A: All outstanding equity awards under the Company's incentive plans, including restricted stock units and stock options (and exercise prices), were automatically adjusted to preserve their value as of the Effective Time.

In addition, all outstanding warrants to purchase Common Stock (and exercise prices) were automatically adjusted to preserve their value as of the Effective Time.

Q: Did the Reverse Stock Split change my percentage ownership or voting power?

A: The Reverse Stock Split affected all Company stockholders uniformly and did not affect any stockholder's percentage ownership interest or proportionate voting power (except as may result from the cash-out of fractional shares).

Q: Do I need to take any action?

A: Neither record holders nor beneficial owners need to take any action to receive their post-split shares.

- **Record Holders:** Record holders' shares are held electronically in book-entry form on CST's records, and such holders will automatically receive, at their address of record, a transaction statement from CST indicating the number of post-split shares held following the Effective Time and, if applicable, a cash payment in lieu of any fractional share.
- **Beneficial Owners:** The banks, brokers, or other nominees that hold shares on behalf of beneficial owners will effect the Reverse Stock Split (and the payment of cash in lieu of any fractional shares) for such beneficial owners.

Q: Does the post-split Class A Common Stock continue to trade on the Nasdaq?

A: Yes, the post-split Class A Common Stock continues to trade on the Nasdaq under the existing ticker symbol "SEAT. However, the post-split Class A Common Stock now trades under a new CUSIP number (92854T209).

Q: Are there any tax implications of the Reverse Stock Split?

A: The Reverse Stock Split is intended to be treated as a recapitalization for U.S. federal income tax purposes. Accordingly, stockholders generally should not recognize any gain or loss for U.S. federal income tax purposes as a result of the Reverse Stock Split. However, any cash received in lieu of a fractional share may be subject to tax. Stockholders who receive a cash payment for a fractional share will receive a Form 1099-B in early 2026 with respect to such cash payment. See the Proxy Statement for additional information regarding the tax implications of the Reverse Stock Split. **Each stockholder's circumstances are unique, and stockholders are urged to consult their own tax advisors regarding the tax implications of the Reverse Stock Split (including the treatment of any cash received in lieu of fractional shares) with respect to their individual facts and circumstances.**

Q: How do I determine my tax basis after the Reverse Stock Split?

A: At the Effective Time, every 20 shares of Common Stock were automatically combined into one new share of Common Stock. As a result, a stockholder must allocate the aggregate tax basis in the shares it held immediately prior to the Reverse Stock Split among the shares it held immediately after the Reverse Stock Split (including any fractional share for which cash in lieu was received). Additional information is included in the U.S. Internal Revenue Service Form 8937 (Report of Organizational Actions Affecting Basis of Securities) prepared by the Company and posted to its Investors website. **Each stockholder's circumstances are unique, and stockholders are urged to consult their own tax advisors regarding the tax consequences of the Reverse Stock Split arising under U.S. federal, state, or local or non-U.S. income or non-income tax law or under any applicable tax treaty.**

Q: Who should I contact if I have questions about my shares?

A: Record holders should contact CST at (800) 509-5586. Beneficial owners should contact the bank, broker, or other nominee who holds their shares.

* * * * *