

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>Institutional Venture Management XV, LLC</u> (Last) (First) (Middle) 3000 SAND HILL ROAD BUILDING 2, SUITE 250 (Street) MENLO CA 94025 PARK (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 11/10/2021	3. Issuer Name and Ticker or Trading Symbol <u>Lulu's Fashion Lounge Holdings, Inc. [LVLU]</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 type="checkbox"/> Form filed by One Reporting Person <input checked="" 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)
Series B Preferred Stock	207,232	I	Directly held by Institutional Venture Partners XV, L.P. ⁽¹⁾
Series B Preferred Stock	1,102	I	Directly held by Institutional Venture Partners XV Executive Fund, L.P. ⁽²⁾
Series B Preferred Stock	208,383	I	Directly held by Institutional Venture Partners XVI, L.P. ⁽³⁾

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			
Series A Preferred Stock	(4)	(4)	Common Stock	3,730,160	(4)	I	Directly held by Institutional Venture Partners XV, L.P. ⁽¹⁾
Series A Preferred Stock	(4)	(4)	Common Stock	19,843	(4)	I	Directly held by Institutional Venture Partners XV Executive Fund, L.P. ⁽²⁾
Series A Preferred Stock	(4)	(4)	Common Stock	3,749,998	(4)	I	Directly held by Institutional Venture Partners XVI, L.P. ⁽³⁾

1. Name and Address of Reporting Person* <u>Institutional Venture Management XV, LLC</u>

(Last) (First) (Middle)

3000 SAND HILL ROAD
BUILDING 2, SUITE 250

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Institutional Venture Partners XV
Executive Fund, L.P.](#)

(Last) (First) (Middle)

3000 SAND HILL ROAD, BLDG. 2, SUITE 250

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Institutional Venture Partners XV, L.P.](#)

(Last) (First) (Middle)

3000 SAND HILL ROAD, BLDG. 2, SUITE 250

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Maltz Jules A.](#)

(Last) (First) (Middle)

3000 SAND HILL ROAD, BLDG. 2, SUITE 250

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Chaffee Todd C](#)

(Last) (First) (Middle)

3000 SAND HILL ROAD, BLDG. 2, SUITE 250

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Dash Somesh](#)

(Last) (First) (Middle)

3000 SAND HILL ROAD, BLDG. 2, SUITE 250

(Street)

MENLO PARK CA 94025

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<u>FOGELSONG NORMAN A</u>		
(Last)	(First)	(Middle)
3000 SAND HILL ROAD, BLDG. 2, SUITE 250		
(Street)		
MENLO PARK	CA	94025
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<u>Harrick Stephen J</u>		
(Last)	(First)	(Middle)
3000 SAND HILL ROAD, BLDG. 2, SUITE 250		
(Street)		
MENLO PARK	CA	94025
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<u>Phelps Dennis B</u>		
(Last)	(First)	(Middle)
3000 SAND HILL ROAD, BLDG. 2, SUITE 250		
(Street)		
MENLO PARK	CA	94025
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<u>Miller J Sanford</u>		
(Last)	(First)	(Middle)
3000 SAND HILL ROAD, BLDG. 2, SUITE 250		
(Street)		
MENLO PARK	CA	94025
(City)	(State)	(Zip)

Explanation of Responses:

- Institutional Venture Management XV, LLC ("IVM XV") is the general partner of Institutional Venture Partners XV, L.P. ("IVP XV"). Todd C. Chaffee, Somesh Dash, Norman A. Fogelsong, Stephen J. Harrick, Jules A. Maltz, J. Sanford Miller and Dennis B. Phelps (collectively, the "Managing Directors") and Eric Liaw are the managing directors of IVM XV and may be deemed to share voting and dispositive power over the shares held by IVP XV. Each of IVM XV and the Managing Directors disclaims beneficial ownership of these securities, except to the extent of its or his respective proportionate pecuniary interest therein. Mr. Liaw is a director of the Issuer and files separate Section 16 reports.
- IVM XV is the general partner of Institutional Venture Partners XV Executive Fund, L.P. ("IVP XV-EF"). The Managing Directors and Eric Liaw are the managing directors of IVM XV and may be deemed to share voting and dispositive power over the shares held by IVP XV-EF. Each of IVM XV and the Managing Directors disclaims beneficial ownership of these securities, except to the extent of its or his respective proportionate pecuniary interest therein. Mr. Liaw is a director of the Issuer and files separate Section 16 reports.
- Institutional Venture Management XVI, LLC ("IVM XVI") is the general partner of Institutional Venture Partners XVI, L.P. ("IVP XVI"). The Managing Directors and Eric Liaw are the managing directors of IVM XVI and may be deemed to share voting and dispositive power over the shares held by IVP XVI. Each of IVM XVI and the Managing Directors disclaims beneficial ownership of these securities, except to the extent of its or his respective proportionate pecuniary interest therein. Mr. Liaw is a director of the Issuer and files separate Section 16 reports.
- Each share of Series A Preferred Stock will automatically convert into shares of Common Stock on a 1:4.79289 basis immediately prior to the closing of the Issuer's initial public offering and has no expiration date.

Remarks:

1 of 2: The number of joint filers exceeds the EDGAR maximum of 10 joint filers per Form. This Form 3 is being filed in conjunction with a Form 3 being filed by Institutional Venture Management XVI, LLC. Exhibit 24 - Power of Attorney.

/s/ Crystal Landsem,
Attorney-in-Fact

** Signature of Reporting

11/10/2021

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.

POWER OF ATTORNEY

With respect to holdings of and transactions in securities issued by Lulu's Fashion Lounge Holdings, Inc. (the "Company"), the undersigned hereby constitutes and appoints the individual or individuals named on Schedule A attached hereto and as may be amended from time to time, or any of them signing singly, with full power of substitution and resubstitution, to act as the undersigned's true and lawful attorney-in-fact to:

1. prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the United States Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain and/or regenerate codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934, as amended, or any rule or regulation of the SEC;
2. execute for and on behalf of the undersigned, Forms 3, 4, and 5 in accordance with Section 16 of the Securities Exchange Act of 1934, as amended, and the rules thereunder;
3. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and
4. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution and resubstitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorneys-in-fact substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted.

The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 10th day of November, 2021.

Signature: /s/ Eric Liaw

Print Name: Eric Liaw

Schedule A

Individual Appointed as Attorney-in-Fact with Full Power of Substitution and Resubstitution

1. David McCreight, Chief Executive Officer
2. Crystal Landsem, Co-President and Chief Financial Officer