Edgar Filing: Wayfair Inc. - Form 4

May 18, 2015 FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSIO Check this hox if no longer solution to hours per response. See Instruction Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Section 17(a) of the Public Utility Holding Company Act of 1940 I(b). (Print or Type Responses) 1. Name and Address of Reporting Person Source Section 17(a) of the Public Utility Holding Company Act of 1940 I(b). (Print or Type Responses) 1. Name and Address of Reporting Person Source Section 17(a) of the Public Utility Holding Company Act of 1940 I(b). (Print or Type Responses) 1. Name and Address of Reporting Person Source Source Section 17(a) of the Public Utility Holding Company Act of 1940 I(b). (Print or Type Responses) 1. Name and Address of Reporting Person Source Sourc	Wayfair In Form 4	с.									
Check this box if no longer subject to Section 16. Form 4 or Form 4 or Form 4 or Form 5 obligations may continue. See Instruction 1(b). STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Sumber Section 16. SECURITIES Statement of the Public Utility Holding Company Act of 1935, or Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 1(b). Statement of the Public Utility Holding Company Act of 1935, or Section 17(a) of the Public Utility Holding Company Act of 1940 Statement of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1940 Statement of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1940 Statement of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1940 Statement of the Securities Exchange Act of 1934, Symbol Statement of the Securities Exchange Act of 1934, Securities Symbol Statement of the Securities Exchange Act of 1934, Securities Symbol Statement of the Securities Securities Exchange Act of 1934, Securities Securities Securities Acquired (Month/Day/Year) Statement Securities Securities Acquired, Disposed of, or Beneficially Owned Statement Securities Securities Securities Securities Form: Direct Indirect Applicable Line) State Securities Securities Securities Securities	May 18, 20	015									
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1. Name and Address of Reporting Person 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (Check all applicable) C/O WAYFAIR INC., 4 COPLEY PLACE, 7TH FL 05/15/2015	if no lo subject Section Form 4 Form 5 obligat may co <i>See</i> Ins	nger to 16. or Filed pur tions ntinue.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section								
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Filed(Month/Day/Year) Applicable Line) X_Form filed by One Reporting Person Form filed by More than One Reporting Person (City) (State) (Zip) 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. 4. Securities Transaction-Acquired (A) or Code 5. Amount of Securities (Instr. 8) 6. Ownership Form: Direct (D) or Indirect 7. Nature of Indirect (Instr. 3) (Month/Day/Year) (Month/Day/Year) 3. 4. Securities Transaction-Acquired (A) or Code 5. Amount of Disposed of (D) 6. Ownership Form: Direct (D) or Indirect 7. Nature of Indirect (Instr. 3) (Month/Day/Year) Code Disposed of (D) (Instr. 8) Beneficially Owned 0. Ownership (Instr. 4) 7. Nature of Indirect (Instr. 4) (Month/Day/Year) Code V Amount D Persons 0. (Instr. 4) (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 3 and 4) Owneed (Instr. 4) (Instr. 4) (Reported Transaction(s) (Instr. 3) (Instr. 3) D D Persons who respond to the collection of Information contained in this form are not (9-02) SEC 1474 (9-02)						XOfficer (give titleOther (specify below)					
BOSTON, MA 02116 $$			-			Applicable Line)					
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displays a currently valid OMB control	Reminder: Ro	eport on a separate line	e for each class of se	curities bene	Persons wh information required to	o respond to the contained in this respond unless t	form a he form	ire not			

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount o
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Dispose	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	7 (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units ("RSUs")	<u>(1)</u>	05/15/2015		М		2,500	(2)	11/12/2020	Class B Common Stock	2,500
Class B Common Stock	<u>(3)</u>	05/15/2015		М	2,500		<u>(3)</u>	(3)	Class A Common Stock	2,500
Class B Common Stock	<u>(3)</u>	05/15/2015		F		813	(3)	(3)	Class A Common Stock	813

Reporting Owners

Reporting Owner Name / Address		Relationships					
	Director	10% Owner	Officer	Other			
Shah Niraj C/O WAYFAIR INC., 4 COPLEY PLACE, 7TH FL BOSTON, MA 02116	Х	Х	Chief Executive Officer				
Signatures							
/s/ Enrique Colbert, Attorney-in-Fact for Niraj Shah		2015					
**Signature of Reporting Person	Dat	e					

Explanation of Responses:

- * 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).
- (1) Each RSU represents a contingent right to receive one share of Class B Common Stock when vested.
- These RSUs vest upon the satisfaction of a service condition and an event condition. The service condition is satisfied as to 1/5th of the(2) shares on October 15, 2014 and as to an additional 1/60th of the shares for each month of continuous service thereafter. The event condition was satisfied on the closing of the issuer's initial public offering of Class A Common Stock.

Each share of Class B Common Stock is convertible at any time at the option of the holder into one share of Class A Common Stock and has no expiration date. In addition, each share of Class B Common Stock will automatically convert into one share of Class A Common Stock (a) upon transfer thereof, subject to certain exceptions, (b) upon the date on which the outstanding shares of Class B Common

(3) Stock (a) upon dataster interest, subject to certain enception, (b) upon the date on which the outstanding shares of class B common Stock and Class B Common Stock, or (c) in the event that holders of at least 66 2/3% of the then outstanding shares of Class B Common Stock elect to convert all shares of Class B Common Stock into shares of Class A Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.