

Wayfair Inc.  
Form 4  
November 05, 2014

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**VIKING GLOBAL INVESTORS LP**

(Last) (First) (Middle)

55 RAILROAD AVENUE

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

Wayfair Inc. [W]

3. Date of Earliest Transaction  
(Month/Day/Year)

11/03/2014

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)

\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_X\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|--|
| Class A<br>Common<br>Stock            | 11/03/2014                              |   | P                                    | 1,200 A<br>\$ 25.1708   | 1,751,436  | I   |  |
| Class A<br>Common<br>Stock            | 11/03/2014                              |   | P                                    | 1,200 A<br>\$ 25.1708   | 498,611  | D (4) (5)   |  |

See  
Explanation  
of  
Responses  
(1) (2) (3) (4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form**

SEC 1474  
(9-02)

**displays a currently valid OMB control number.**

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number<br>of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction<br>(Instr. 10) |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| VIKING GLOBAL INVESTORS LP<br>55 RAILROAD AVENUE<br>GREENWICH, CT 06830   |               | X         |         |       |
| Viking Long Fund GP LLC<br>55 RAILROAD AVENUE<br>GREENWICH, CT 06830      |               | X         |         |       |
| Viking Long Fund Master Ltd.<br>55 RAILROAD AVENUE<br>GREENWICH, CT 06830 |               | X         |         |       |
| HALVORSEN OLE ANDREAS<br>55 RAILROAD AVENUE<br>GREENWICH, CT 06830        |               | X         |         |       |
| Ott David C.<br>55 RAILROAD AVENUE<br>GREENWICH, CT 06830                 |               | X         |         |       |
| Purcell Thomas W. JR<br>55 RAILROAD AVENUE<br>GREENWICH, CT 06830         |               | X         |         |       |
| Sundheim Daniel S.<br>C55 RAILROAD AVENUE<br>GREENWICH, CT 06830          |               | X         |         |       |

## Signatures

/s/ O. ANDREAS HALVORSEN  
(6)(7) 11/05/2014

\_\_Signature of Reporting Person Date

/s/ DAVID C. OTT (6)(7) 11/05/2014

\_\_Signature of Reporting Person Date

/s/ THOMAS W. PURCELL, JR.  
(6)(7) 11/05/2014

\_\_Signature of Reporting Person Date

/s/ DANIEL S. SUNDHEIM  
(6)(7) 11/05/2014

\_\_Signature of Reporting Person Date

## 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).

O. Andreas Halvorsen, David C. Ott, Thomas W. Purcell, Jr. and Daniel S. Sundheim are Executive Committee members of certain management entities including Viking Global Investors LP ("VGI"), Viking Global Performance LLC ("VGP") and Viking Long Fund GP LLC ("VLFGP"). VGI provides managerial services to various investment funds including Viking Global Equities LP ("VGE"), Viking Global Equities II LP ("VGE II") and VGE III Portfolio Ltd. ("VGE III"). VGP is the general partner of VGE and VGE II and the investment manager of VGE III. VLFGP serves as the investment manager of Viking Long Fund Master Ltd. ("VLFM", together with VGE, VGE II and VGE III, the "Viking Funds"; and VLFM together with Mr. Halvorsen, Mr. Ott, Mr. Purcell, Mr. Sundheim, VLFGP and VGI, the "Reporting Persons").

(1) VGI provides managerial services to (i) VGE, which directly holds 99,621 shares of Class A common stock and 327,594 shares of Class B common stock; (ii) VGE II, which directly holds 5,840 shares of Class A common stock and 19,214 shares of Class B common stock; (iii) VGE III, which directly holds 186,679 shares of Class A common stock and 613,877 shares of Class B common stock; and (iv) VLFM, which directly holds 188,310 shares of Class A common stock and 310,301 shares of Class B common stock. Because of the relationships between VGI and the Viking Funds, VGI may be deemed to beneficially own the shares of Class A common stock and Class B common stock directly held by the Viking Funds.

(2) VLFGP serves as the investment manager of VLFM. Because of the relationship between VLFGP and VLFM, VLFGP may be deemed to beneficially own the shares of Class A common stock and Class B common stock directly held by VLFM.

(3) The Reporting Persons disclaim beneficial ownership of these securities except to the extent of their pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purpose.

(4) On November 3, 2014, VLFM acquired 1,200 shares of Class A common stock. Consequently, VLFM directly holds 188,310 shares of Class A common stock and 310,301 shares of Class B common stock.

### Remarks:

(6) The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act.

(7) Each of O. Andreas Halvorsen, David C. Ott, Thomas W. Purcell, Jr. and Daniel S. Sundheim is signing individually and a

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.