

Wayfair Inc.  
Form 3  
November 24, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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

(Print or Type Responses)

|   |  |  |   |   |  |
|---|--|--|---|---|--|
| 1. Name and Address of Reporting Person *                                     |  |  | 2. Date of Event Requiring Statement  | 3. Issuer Name and Ticker or Trading Symbol   |  |
| ^ HarbourVest Partners<br>IX-Venture Fund L.P.<br><br>(Last) (First) (Middle) |  |  | (Month/Day/Year)  | Wayfair Inc. [W]  |  |
| C/O OF HARBOURVEST PARTNERS LLC, ^ ONE FINANCIAL CENTER, 44TH FLOOR           |  |  |   | 4. Relationship of Reporting Person(s) to Issuer  |  |
| (Street)  |  |  |   | (Check all applicable)  |  |
| BOSTON, ^ MA ^ 02111  |  |  |   | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other<br>(give title below) (specify below)<br>See remarks |  |
| (City) (State) (Zip)  |  |  |   | 5. If Amendment, Date Original Filed(Month/Day/Year)  |  |
| 1. Title of Security  |  |  | 6. Individual or Joint/Group Filing(Check Applicable Line)  |   |  |
| (Instr. 4)  |  |  | <input type="checkbox"/> Form filed by One Reporting Person<br><input checked="" type="checkbox"/> Form filed by More than One Reporting Person |   |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Class A Common Stock               | 16,275   | D <u>(1)</u>  | ^  |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date | 3. Title and Amount of Securities Underlying | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial Ownership |
|---|---|--|---------------|--------------|--|
|---|---|--|---------------|--------------|--|

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| (Month/Day/Year)    | Derivative Security<br>(Instr. 4) | or Exercise<br>Price of<br>Derivative<br>Security | Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | (Instr. 5) |
|---------------------|-----------------------------------|---|--|------------|
| Date<br>Exercisable | Expiration<br>Date                | Title   | Amount or<br>Number of<br>Shares   |            |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |             |
|--|---------------|-----------|---------|-------------|
|  | Director      | 10% Owner | Officer | Other       |
| HarbourVest Partners IX-Venture Fund L.P.<br>C/O OF HARBOURVEST PARTNERS LLC<br>ONE FINANCIAL CENTER, 44TH FLOOR<br>BOSTON, MA 02111 | ^             | ^         | ^       | See remarks |
| HarbourVest IX-Venture Associates L.P.<br>C/O HARBOURVEST PARTNERS LLC<br>ONE FINANCIAL CENTER, 44TH FLOOR<br>BOSTON, MA 02110       | ^             | ^         | ^       | See remarks |
| HarbourVest IX-Venture Associates LLC<br>C/O HARBOURVEST PARTNERS LLC<br>ONE FINANCIAL CENTER, 44TH FLOOR<br>BOSTON, MA 02110        | ^             | ^         | ^       | See remarks |

## Signatures

|  |            |
|--|------------|
| HarbourVest Partners IX-Venture Fund L.P., Harbourvest IX-Venture Associates L.P., its GP;<br>By: HarbourVest IX-Venture Associates LLC, its GP; By: HarbourVest Partners, LLC, its<br>Managing Member; By: /s/ Danielle Green, Chief Compliance Officer | 11/24/2015 |
| __Signature of Reporting Person  | Date       |
| HarbourVest IX-Venture Associates L.P., By: HarbourVest IX-Venture Associates LLC, its<br>GP; By HarbourVest Partners, LLC, its Managing Member; By: /s/ Danielle Green, Chief<br>Compliance Officer   | 11/24/2015 |
| __Signature of Reporting Person  | Date       |
| Harbourvest IX-Venture Associates LLC; By: HarbourVest Partners, LLC, its Managing<br>Member; By: /s/ Danielle Green, Chief Compliance Officer   | 11/24/2015 |
| __Signature of Reporting Person  | Date       |

## Explanation of Responses:

- \* 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).
- (1) The securities are owned solely by HarbourVest Partners IX-Venture Fund L.P. ("HV9"). HarbourVest IX-Associates LLC, which is the general partner of HarbourVest IX-Associates L.P. which is the general partner of HarbourVest Partners IX-Venture Fund L.P. may be deemed to have a beneficial interest in the securities held by HV9 and each disclaims beneficial ownership of the securities held by HV9, except to the extent of its pecuniary interest which is subject to indeterminable future events.

^  
**Remarks:**

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The reporting persons beneficially own less than 10% of the Issuer's Class AA Common Stock, which

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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