Wayfair Inc. Form 4 June 03, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB Washington, D.C. 20549 Number:

Check this box if no longer subject to STATEMENT OF CHANGES IN BENEFICIA

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: 2005
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OMB APPROVAL

3235-0287

January 31,

Form 4 or Form 5 obligations may continue. See Instruction

Section 16.

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Malone Nicholas			2. Issuer Name and Symbol Wayfair Inc. [W	C	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest T	ransaction	(Check all applicable)			
C/O WAYFAIR INC., 4 COPLEY PLACE, 7TH FL			(Month/Day/Year) 06/01/2015		Director 10% Owner Officer (give title Other (specification) below) Chief Administrative Officer			
	(Street)		4. If Amendment, Da	ate Original	6. Individual or Joint/Group Filing(Check			
BOSTON, MA 02116			Filed(Month/Day/Yea	r)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-I	Derivative Securities Acq	uired, Disposed of, or Beneficially Owned			
1 Title of	2 Transactic	n Date 2A Dec	emed 3	4 Securities	5 Amount of 6 Ownership 7 Nature			

(City)	(State) (2	Table	e I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficial	lly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3.	4. Securi		a r	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)	(Wollanday/Tear)	any	Code	1 '			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	(Instr. 3, 4 and 5) (A)		Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
							Reported Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Class A									
Common Stock	06/01/2015		С	337	A	(1)	194,065	D	

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

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SEC 1474

(9-02)

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number opf Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exerc Expiration D (Month/Day/	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 D S (I
				Code V	(A) (I	D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units ("RSUs")	(2)	06/01/2015		M	50	00	<u>(3)</u>	04/08/2021	Class B Common Stock	500	
Class B Common Stock	(1)	06/01/2015		M	500		<u>(1)</u>	<u>(1)</u>	Class A Common Stock	500	
Class B Common Stock	(1)	06/01/2015		F	10	63	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	163	
Class B Common Stock	<u>(1)</u>	06/01/2015		C	33	37	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	337	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Malone Nicholas

C/O WAYFAIR INC., 4 COPLEY PLACE, 7TH FL BOSTON, MA 02116

Chief Administrative Officer

Signatures

/s/ Enrique Colbert, Attorney-in-fact for Nicholas
Malone

06

06/03/2015

**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).
- (1) 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 Stock represent less than 10% of the aggregate number of shares of the then outstanding Class A Common Stock and Class B Common

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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.

- (2) 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
- (3) shares on March 1, 2015 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.

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.