Shah Niraj Form 4 January 24, 2019

## FORM 4

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

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Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
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3235-0287

0.5

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue. See Instruction

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)

(Ctota)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Shah Niraj Issuer Symbol Wayfair Inc. [W] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) \_X\_\_ 10% Owner \_X\_ Director X\_ Officer (give title ) \_\_ Other (specify C/O WAYFAIR INC., 4 COPLEY 01/22/2019 below) PLACE, 7TH FL Chief Executive Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting **BOSTON, MA 02116** Person

(City)	(State)	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. Transactio Code (Instr. 8)	(Instr. 3,	ispose 4 and (A) or	d of (D) 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	01/22/2019		Code V $S_{(1)}^{(1)}$	Amount 1,391	(D)	Price \$ 96.25 (2)	66,389	D	
Class A Common Stock	01/22/2019		S(1)	809	D	\$ 97.17 (3)	65,580	D	
Class A Common Stock	01/22/2019		S(1)	700	D	\$ 98.86 (4)	64,880	D	
Class A Common	01/22/2019		S(1)	1,000	D	\$ 99.87 (5)	63,880	D	

Stock

Class A

Stock

Common 01/22/2019  $S^{(1)}$ 

\$ 63,780

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)

4.

1. Title of Derivative Conversion Security or Exercise Price of (Instr. 3) Derivative

Security

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if (Month/Day/Year)

TransactionNumber Code of (Instr. 8) Derivative Securities

5.

Acquired

Disposed

(Instr. 3, 4, and 5)

(A) or

of (D)

Code V (A) (D)

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of Underlying Securities (Instr. 3 and 4) 8. Price of Derivative Security (Instr. 5)

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9. Nu

Deriv

Secu

(Insti

Date Exercisable

Expiration Date

Title Number of

Amount

Shares

**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** 

X

X

Chief Executive Officer

**Signatures** 

/s/ Enrique Colbert, Attorney-in-fact for Niraj

01/24/2019

Shah

\*\*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).
- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

**(2)** 

Reporting Owners 2

## Edgar Filing: Shah Niraj - Form 4

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$95.73 to \$96.60, inclusive. The reporting person undertakes to provide to Wayfair Inc., any security holder of Wayfair Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$96.73 to \$97.55, inclusive. The reporting person undertakes to provide to Wayfair Inc., any security holder of Wayfair Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$98.32 to \$99.31, inclusive. The reporting person undertakes to provide to Wayfair Inc., any security holder of Wayfair Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$99.54 to \$100.29, inclusive. The reporting person undertakes to provide to Wayfair Inc., any security holder of Wayfair Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

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.