

VIKING GLOBAL PERFORMANCE LLC

Form 3

October 08, 2014

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
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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 *VIKING GLOBAL
PERFORMANCE LLC

(Last) (First) (Middle)

55 RAILROAD AVENUE

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
10/01/20143. Issuer Name and Ticker or Trading Symbol
Wayfair Inc. [W]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)5. If Amendment, Date Original
Filed(Month/Day/Year)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 Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)Date
ExercisableExpiration
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)Title
Amount or
Number of
Shares4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

(Instr. 5)

Class B Common Stock	<u>1</u>	<u>1</u>	Class A Common Stock	1,270,986	\$ 0	I	See explanation of responses <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>
Class B Common Stock	<u>1</u>	<u>1</u>	Class A Common Stock	613,877	\$ 0	D <u>(3)</u> <u>(7)</u> <u>(8)</u>	<u>1</u>
Class B Common Stock	<u>1</u>	<u>1</u>	Class A Common Stock	310,301	\$ 0	D <u>(3)</u> <u>(7)</u> <u>(8)</u>	<u>1</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VIKING GLOBAL PERFORMANCE LLC 55 RAILROAD AVENUE GREENWICH, CT 06830	<u>1</u>	<u>1</u> X	<u>1</u>	<u>1</u>
VGE III Portfolio Ltd. 55 RAILROAD AVENUE GREENWICH, CT 06830	<u>1</u>	<u>1</u> X	<u>1</u>	<u>1</u>
Viking Long Fund GP LLC 55 RAILROAD AVENUE GREENWICH, CT 06830	<u>1</u>	<u>1</u> X	<u>1</u>	<u>1</u>
Viking Long Fund Master Ltd. 55 RAILROAD AVENUE GREENWICH, CT 06830	<u>1</u>	<u>1</u> X	<u>1</u>	<u>1</u>
HALVORSEN OLE ANDREAS 55 RAILROAD AVENUE GREENWICH, CT 06830	<u>1</u>	<u>1</u> X	<u>1</u>	<u>1</u>
Ott David C. 55 RAILROAD AVENUE GREENWICH, CT 06830	<u>1</u>	<u>1</u> X	<u>1</u>	<u>1</u>
Purcell Thomas W. JR 55 RAILROAD AVENUE GREENWICH, CT 06830	<u>1</u>	<u>1</u> X	<u>1</u>	<u>1</u>
Sundheim Daniel S. 55 RAILROAD AVENUE GREENWICH, CT 06830	<u>1</u>	<u>1</u> X	<u>1</u>	<u>1</u>

Signatures

/s/ O. ANDREAS HALVORSEN
(9)(10)

10/08/2014

 Signature of Reporting Person

Date

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/s/ DAVID C. OTT (9)(10) 10/08/2014

__Signature of Reporting Person

Date

/s/ THOMAS W. PURCELL, JR.
(9)(10) 10/08/2014

__Signature of Reporting Person

Date

/s/ DANIEL S. SUNDHEIM
(9)(10) 10/08/2014

__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) Pursuant to the Restated Certificate of Incorporation of the Issuer, each share of Class B common stock is immediately convertible into shares of Class A common stock of the Issuer on a one-for-one basis. These securities have no expiration date.

(2) 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 together with Mr. Halvorsen, Mr. Ott, Mr. Purcell, Mr. Sundheim, VGP, VGE III and VLFGP, the "Reporting Persons").

(3) The shares reported on this form were previously reported on the Form 3 of VGI filed with the Securities and Exchange Commission (the "Commission") on October 2, 2014 and the Form 3 of VGE and VGE II filed with the Commission on October 6, 2014. Mr. Halvorsen, Mr. Ott, Mr. Purcell, Mr. Sundheim, VGP, VLFGP, VGE III and VLFM were not listed as "Reporting Persons" thereon, because, at that time, they did not have the necessary filing codes.

(4) VGI provides managerial services to (i) VGE, which directly held 327,594 shares of Class B common stock as of October 1, 2014; (ii) VGE II, which directly held 19,214 shares of Class B common stock as of October 1, 2014; (iii) VGE III, which directly held 613,877 shares of Class B common stock as of October 1, 2014; and (iv) VLFM, which directly held 310,301 shares of Class B common stock as of October 1, 2014. Because of the relationships between VGI and the Viking Funds, VGI may be deemed to beneficially own the shares of Class B common stock directly held by the Viking Funds.

(5) VGP is the general partner of VGE and VGE II and the investment manager of VGE III. Because of the relationships between VGP and VGE, VGE II and VGE III, respectively, VGP may be deemed to beneficially own the shares of Class B common stock directly held by VGE, VGE II and VGE III.

(6) 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 B common stock directly held by VLFM.

(7) 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.

(8) As of October 1, 2014, VGE III and VLFM directly held 613,877 and 310,301 shares of Class B common stock, respectively.

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Remarks:

(9)Â TheÂ ReportingÂ PersonsÂ areÂ jointlyÂ filingÂ thisÂ FormÂ 3Â pursuantÂ toÂ RuleÂ 16a-3(j)Â underÂ theÂ Excha

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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