Wayfair Inc. Form 4 December 17, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

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Estimated average

**OMB APPROVAL** 

burden hours per response...

if no longer subject to Section 16. Form 4 or

Check this box

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

2. Issuer Name and Ticker or Trading

1(b).

(Last)

(City)

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Shah Nirai

(Middle)

(Zip)

C/O WAYFAIR INC., 4 COPLEY PLACE, 7TH FLOOR

(First)

(Street)

4. If Amendment, Date Original

Wayfair Inc. [W]

(Month/Day/Year)

12/15/2014

3. Date of Earliest Transaction

Symbol

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_X\_\_ Director X 10% Owner

Other (specify X\_ Officer (give title below)

Chief Executive Officer

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

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

Person

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

BOSTON, MA 02116

1. Title of 2. Transaction Date 2A. Deemed Security

(Month/Day/Year)

(State)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

5. Amount of Securities Beneficially Owned Following Reported Transaction(s)

6. Ownership Form: Direct (I) (Instr. 4)

7. Nature of Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

(Instr. 3 and 4)

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

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

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

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

### Edgar Filing: Wayfair Inc. - Form 4

| (Instr. 3)                               | Price of<br>Derivative<br>Security |            | (Month/Day/Year) | (Instr. 8) | Acquired<br>Disposed<br>(Instr. 3,<br>5) | d of (D) |                     |                    |                            |  |
|--|------------------------------------|------------|------------------|------------|--|----------|---------------------|--------------------|----------------------------|--|
|  |                                    |            |                  | Code V     | (A)                                      | (D)      | Date<br>Exercisable | Expiration<br>Date | Title                      | Amount<br>or<br>Number<br>of<br>Shares |
| Restricted<br>Stock<br>Units<br>("RSUs") | (1)                                | 12/15/2014 |                  | M          |  | 2,500    | (2)                 | 11/12/2020         | Class B<br>Common<br>Stock | 2,500                                  |
| Class B<br>Common<br>Stock               | (3)                                | 12/15/2014 |                  | M          | 2,500                                    |          | (3)                 | (3)                | Class A<br>Common<br>Stock | 2,500                                  |
| Class B<br>Common<br>Stock               | <u>(3)</u>                         | 12/15/2014 |                  | F          |  | 814      | (3)                 | (3)                | Class A<br>Common<br>Stock | 814                                    |

# **Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |                         |       |  |  |  |
|---|---------------|-----------|-------------------------|-------|--|--|--|
| toporting of the remaining frame of   | Director      | 10% Owner | Officer                 | Other |  |  |  |
| Shah Niraj<br>C/O WAYFAIR INC.<br>4 COPLEY PLACE, 7TH FLOOR<br>BOSTON, MA 02116 | X             | X         | Chief Executive Officer |       |  |  |  |

# **Signatures**

/s/ Enrique Colbert, Attorney-in-Fact

12/17/2014 Date

\*\*Signature of Reporting Person

# **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 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 (2) shares on October 15, 2014 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.
  - 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
- (3) 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 Stock, or (c) in the event that holders of at least 662/3% 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.

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

Reporting Owners 2

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