Wayfair Inc. Form 4 October 09, 2014

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Battery Investment Partners IX, LLC

(First)

(Middle)

(Zip)

2. Issuer Name and Ticker or Trading Symbol

Wayfair Inc. [W]

3. Date of Earliest Transaction

10/07/2014

(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director X\_\_ 10% Owner \_\_ Other (specify Officer (give title below)

ONE MARINA PARK DRIVE, SUITE 1100.

(Street)

(State)

4. 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

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

BOSTON, MA 02210

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Date 2A. Deemed 3.  Year) Execution Date, if Transaction any Code (Month/Day/Year) (Instr. 8)		4. Securities Acquired (A) omr Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(mstr. 1)		
Class A Common Stock	10/07/2014		С	552,233	A	\$ 0	552,233	Ι	See footnote (1) (2)	
Class A Common Stock	10/07/2014		S	552,233 (1) (3)	D	\$ 27.26	0	I	See footnote (1)	

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

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**SEC 1474** (9-02)

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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 (Instr. 3)	2. Conversion or Exercise Price of Derivative	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative consecurities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Am Underlying Sect (Instr. 3 and 4)	
	Security			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	A N Sl
Series A-1 Preferred Stock	<u>(4)</u>	10/07/2014		C	(-2)	3,747,474	<u>(4)</u>	<u>(4)</u>	Class B Common Stock	3
Series A-2 Preferred Stock	<u>(4)</u>	10/07/2014		С		642,424	<u>(4)</u>	<u>(4)</u>	Class B Common Stock	
Class B Common Stock	\$ 0	10/07/2014		C	4,389,898		(5)(6)	(5)(6)	Class A Common Stock	4
Class B Common Stock	\$ 0	10/07/2014		C		552,233	(5)(6)	(5)(6)	Class A Common Stock	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
Battery Investment Partners IX, LLC ONE MARINA PARK DRIVE, SUITE 1100 BOSTON, MA 02210		X			
Battery Partners IX (AIV I), LLC C/O BATTERY VENTURES ONE MARINA PARK DRIVE, SUITE 1100 BOSTON, MA 02210		X			
Battery Partners IX, LLC C/O BATTERY VENTURES ONE MARINA PARK DRIVE, SUITE 1100 BOSTON, MA 02210		X			
Battery Ventures IX (AIV I), L.P. C/O BATTERY VENTURES ONE MARINA PARK DRIVE, SUITE 1100 BOSTON, MA 02210		X			

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### **Signatures**

/s/ Christopher Schiavo, as attorney-in-fact for Battery Investment Partners IX, LLC	10/09/2014
**Signature of Reporting Person	Date
/s/ Chritopher Schiavo, acting as attorney-in-fact for Battery Partners IX (AIV I), LLC	10/09/2014
**Signature of Reporting Person	Date
/s/ Christopher Schiavo, acting as attorney-in-fact for Battery Partners IX, LLC	10/09/2014
**Signature of Reporting Person	Date
/s/ Christopher Schiavo, acting as attorney-in-fact for Battery Ventures IX (AIV I), L.P.	10/09/2014
**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 sole general partner of Battery Ventures IX (AIV I), L.P. ("Battery Ventures IX (AIV I)") is Battery Partners IX (AIV I), LLC. The sole managing member of Battery Investment Partners IX, LLC ("BIP IX") is Battery Partners IX, LLC. Battery Partners IX (AIV I), LLC's and Battery Partners IX, LLC's investment advisor is Battery Management Corp. (together with Battery Partners IX
- (AIV I), LLC and Battery Partners IX, LLC, the "Battery Companies"). Neeraj Agrawal, Michael Brown, Thomas J. Crotty, Jesse Feldman, Richard D. Frisbie, Kenneth P. Lawler, Roger H. Lee, R. David Tabors and Scott R. Tobin are the managing members and officers of the Battery Companies and may be deemed to share voting and dispostive power over the shares held by Battery Ventures IX (AIV I) and BIP IX.
- (2) Consists of 546,766 shares held by Battery Ventures IX (AIV I) and 5,467 shares held by BIP IX.
- (3) Consists of 546,766 shares sold by Battery Ventures IX (AIV I) and 5,467 shares sold by BIP IX.
- Each share of the issuer's Series A-1 Preferred Stock and Series A-2 Preferred Stock automatically converted into one (1) share of Class B common stock immediately prior to the closing of the issuer's initial public offering, and has no expiration date.
  - 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. In addition, each share of Class B common stock will convert automatically into one share of Class A common stock upon any
- transfer, whether or not for value and whether voluntary or involuntary or by operation of law, except for certain transfers described in the issuer's restated certificate of incorporation, including, without limitation, certain transfers for tax and estate planning purposes.
- In addition, upon the earlier of (i) the date on which the outstanding shares of Class B common stock represent less than 10% of the aggregate number of the then outstanding shares of Class A common stock and Class B common stock or (ii) the affirmative vote or written consent of the holders of at least 66-2/3% of the outstanding shares of Class B common stock, all outstanding shares of Class B common stock shall convert automatically into Class A common stock.
- (7) Battery Ventures IX (AIV I) owned 3,710,374 shares of Series A-1 Preferred Stock and BIP IX owned 37,100 shares of Series A-1 Preferred Stock.
- Battery Ventures IX (AIV I) owned 636,065 shares of Series A-2 Preferred Stock and BIP IX owned 6,359 shares of Series A-2 Preferred Stock.
- (9) Consists of 4,346,439 shares held by Battery Ventures IX (AIV I) and 43,459 shares held by BIP IX.
- (10) Consists of 3,799,673 shares held by Battery Ventures IX (AIV I) and 37,992 shares held by BIP IX.

#### Remarks:

The reporting persons may be deemed to beneficially own more than 10% of the Issuer's Class A Common Stock, which is the 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.

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