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

Wayfair Inc.

Wayfair Inc. Form 4										
January 23, 2	015									
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION								OMB APPROVAL		
	UNITED ST	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549						OMB Number:	3235-0287	
Check this if no long	er STATEME	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						Expires:	January 31, 2005	
subject to Section 16 Form 4 or	5.							Estimated a burden hou response	irs per	
Form 5 obligations may continue. See Instruction 1(b). 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 R	esponses)									
1. Name and Ad FLEISHER	Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol Wayfair Inc. [W]				5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (Mid	•	Earliest Tra	ansaction			(Chec	k all applicable	e)	
C/O WAYFA PLACE, 7TH	AIR INC., 4 COPL	(Month/Da	ay/Year)				Director X Officer (give below) Chief		6 Owner er (specify er	
	(Street) 4. If Amendme Filed(Month/Da			lment, Date Original /Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ul>			
BOSTON, M	IA 02116						Form filed by N Person			
(City)	(State) (Zi	<sup>p)</sup> Table	e I - Non-Do	erivative S	ecuri	ties Ac	quired, Disposed of	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	any	Execution Date, if	3.4. SecuritiesTransactionAcquired (A) orCodeDisposed of (D)(Instr. 8)(Instr. 3, 4 and 5)			SecuritiesHBeneficially(OwnedIFollowing(Reported(	5. Ownership Form: Direct D) or ndirect (I) Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)			
Class A						1 1100				
Common Stock	01/21/2015		С	6,065	А	<u>(1)</u>	78,428	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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 of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units ("RSUs")	(2)	01/21/2015		М		9,466	(3)	11/12/2020	Class B Common Stock	9,466
Class B Common Stock	<u>(1)</u>	01/21/2015		М	9,466		<u>(1)</u>	(1)	Class A Common Stock	9,466
Class B Common Stock	<u>(1)</u>	01/21/2015		F		3,401	<u>(1)</u>	(1)	Class A Common Stock	3,401
Class B Common Stock	<u>(1)</u>	01/21/2015		С		6,065	<u>(1)</u>	(1)	Class A Common Stock	6,065

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
FLEISHER MICHAEL D C/O WAYFAIR INC. 4 COPLEY PLACE, 7TH FLOOR BOSTON, MA 02116			Chief Financial Officer				
Cianaturaa							

## Signatures

/s/ Enrique Colbert, Attorney-in-Fact 01/23

01/23/2015

\*\*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).

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

(1) Stock (a) upon transfer thereof, subject to certain exceptions, (b) upon the date on which the outstanding shares of class B 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.

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(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 October 21, 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.

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.