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Wayfair Inc Form 4								
March 17, 2	2015							
FORM	ЛЛ					OMB A	PPROVAL	
	FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549						3235-0287 January 31,	
Check ti if no lor subject Section Form 4 Form 5	or Filed pur	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,						
obligati may cor <i>See</i> Inst 1(b).	tinue. Section 17(•	ding Company Act t Company Act of 1		1		
(Print or Type	Responses)							
1. Name and Address of Reporting Person <u>*</u> Shah Niraj			. Issuer Name and mbol ayfair Inc. [W	d Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)			Date of Earliest T	-	(Check all applicable)			
C/O WAY	FAIR INC., 4 CO TH FLOOR	(M	(onth/Day/Year) /15/2015	lansaction	_X_ Director _X_ Officer (give below) Chief E	title Oth below)	er (specify	
(Street)			If Amendment, D ed(Month/Day/Yea	-	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
BOSTON,	MA 02116				Person	ore than One R	eporting	
(City)	(State)	(Zip)	Table I - Non-l	Derivative Securities A	Acquired, Disposed of	, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date any	Code	4. Securities nAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price	SecuritiesFeBeneficially(IOwned(I	Ownership orm: Direct)) or Indirect) nstr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Re	port on a separate line	e for each class of	of securities bene	ficially owned directly	or indirectly.			
	г он а зершае ник			Persons who res information cont required to resp	spond to the collect tained in this form a ond unless the forn ntly valid OMB cont	are not n	SEC 1474 (9-02)	

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount o
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units ("RSUs")	<u>(1)</u>	03/15/2015		М		2,500	(2)	11/12/2020	Class B Common Stock	2,500
Class B Common Stock	<u>(3)</u>	03/15/2015		М	2,500		(3)	<u>(3)</u>	Class A Common Stock	2,500
Class B Common Stock	<u>(3)</u>	03/15/2015		F		793	(3)	(3)	Class A Common Stock	793

Reporting Owners

Reporting Owner Name / Address	Relationships							
FB	Director	10% Owner	Officer	Other				
Shah Niraj C/O WAYFAIR INC. 4 COPLEY PLACE, 7TH FLOOR BOSTON, MA 02116	Х	Х	Chief Executive Officer					
Signatures								
/s/ Enrique Colbert, Attorney-in-Fact	03/1	7/2015						
**Signature of Reporting Person		Date						
Evaluation of Resp	onco	. .						

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 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 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 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 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 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 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 and has no expiration date. In addition, each share of Class B Common Stock and has no expiration date. In addition, each share of Class B Common Stock and has no expiration date. In addition, each share of Class B Common Stock and has no expiration date. In addition, each share of Class B Common Stock and has no expiration date. In addition, each share of Class B Common Stock and has no expiration date. In addition, each share of Class B Common Stock and has no expiration date. In addition, each share of Class B Common Stock and has no expiration date. In addition, each share of Class B Common Stock and has no expiration date. In addition, each share of Class B Common Stock and has no expiration date. In addition, each share of Class B Common Stock and has no expiration date. In addition, each share of Class B Common Stock and has no expiration date. In addition, each share of Class B Common Stock and has no

(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.

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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.