

Wayfair Inc.  
Form 8-K  
May 24, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): May 18, 2016

WAYFAIR INC.

(Exact name of registrant as specified in its charter)

Delaware                                      001-36666      36-4791999  
(State or other jurisdiction of      (Commission      (I.R.S. Employer  
incorporation or organization)      File Number)      Identification No.)

4 Copley Place, 7th Floor  
Boston, MA 02116  
(Address of principal executive offices) (Zip Code)

(617) 532-6100  
(Registrant's telephone number, include area code)

N/A  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

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- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07. Submission of Matters to a Vote of Security Holders

On May 18, 2016, Wayfair Inc. (the “Company”) held its annual meeting of stockholders to consider and vote on the matters listed below. The proposals are described in detail in the Company’s Proxy Statement filed with the Securities and Exchange Commission on April 5, 2016. The final voting results from the meeting are set forth below.

Proposal No. 1

Votes regarding the election of eight directors to hold office until the next annual meeting of stockholders were as follows:

| Nominee          | For         | Abstain | Broker Non-Votes |
|------------------|-------------|---------|------------------|
| Neeraj Agrawal   | 405,353,577 | 27,781  | 6,749,712        |
| Julie Bradley    | 405,247,649 | 133,709 | 6,749,712        |
| Steven Conine    | 405,330,890 | 50,468  | 6,749,712        |
| Robert Gamgort   | 405,353,703 | 27,655  | 6,749,712        |
| Michael Kumin    | 405,243,703 | 137,655 | 6,749,712        |
| Ian Lane         | 405,355,234 | 26,124  | 6,749,712        |
| Romero Rodrigues | 405,355,234 | 26,124  | 6,749,712        |
| Niraj Shah       | 405,330,114 | 51,244  | 6,749,712        |

Proposal No. 2

Votes regarding the ratification of the selection by the audit committee of the Company’s board of directors of Ernst & Young LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2016 were as follows:

| For         | Against | Abstain | Broker Non-Votes |
|-------------|---------|---------|------------------|
| 411,877,427 | 17,542  | 236,101 | —                |

Proposal No. 3

Advisory votes on the frequency of future executive compensation advisory votes were as follows:

| One Year   | Two<br>Years | Three Years | Abstain | Broker Non-Votes |
|------------|--------------|-------------|---------|------------------|
| 16,346,438 | 407,509      | 388,580,770 | 46,641  | 6,749,712        |

Based on the recommendation of the Board of Directors in the Company’s Proxy Statement filed with the Securities and Exchange Commission on April 5, 2016 and the voting results from the annual meeting of stockholders, the Company will include an advisory vote on executive compensation in its proxy statement every three years.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

WAYFAIR INC.

Date: May 24, 2016 By: /s/ NIRAJ SHAH

Niraj Shah

President and Chief Executive Officer