Wayfair Inc. Form 4 August 03, 2016

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

Expires: January 31,

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or 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

1(b).

(Print or Type Responses)

1. Name and Ao Oblak Steve	*	rting Person *	2. Issuer Name and Ticker or Trading Symbol Wayfoir Inc. [W]	5. Relationship of Reporting Person(s) to Issuer		
			Wayfair Inc. [W]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	Director 10% Owner		
C/O WAYF	AIR INC., 4	COPLEY	08/01/2016	_X_ Officer (give title Other (specify		
PLACE, 7TH FL				below) below) SVP and GM, Wayfair.com		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
BOSTON, MA 02116				_X_Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities A	cquired, Disposed of, or Beneficially Owned		

		Table	1 - MOII-D	ciivative	ccuii	iics Ac	quii cu, Disposcu	oi, oi benericia	ny Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	(Month/Day/Year) Execution Date, if			l (A) c	or	Securities	Form: Direct	Indirect
(Instr. 3)	any		Code Disposed of (of (D	(D) Beneficially		(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Class A									
Common Stock	08/01/2016		C	837	A	<u>(1)</u>	94,980	D	

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

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SEC 1474

(9-02)

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. Transaction Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. De Se (In	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Restricted Stock Units ("RSUs")	(2)	08/01/2016		M		251	(3)	(3)	Class B Common Stock	251		
Restricted Stock Units ("RSUs")	(2)	08/01/2016		M		833	<u>(4)</u>	<u>(4)</u>	Class B Common Stock	833		
Restricted Stock Units ("RSUs")	(2)	08/01/2016		M		500	<u>(5)</u>	<u>(5)</u>	Class B Common Stock	500		
Class B Common Stock	(1)	08/01/2016		M	1,584		<u>(1)</u>	<u>(1)</u>	Class A Common Stock	1,584		
Class B Common Stock	(1)	08/01/2016		F		747	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	747	;	
Class B Common Stock	(1)	08/01/2016		C		837	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	837		

Reporting Owners

Reporting Owner Name / Address	Relationships						
coporting of the control of the cont	Director	10% Owner	Officer	Other			
Oblak Steve C/O WAYFAIR INC., 4 COPLEY PLACE, 7TH FL BOSTON, MA 02116			SVP and GM, Wayfair.com				
Signatures							
/c/Enrique Colhert Attorney in fact for Staye							

/s/ Enrique Colbert, Attorney-in-fact for Steve Oblak 08/03/2016 **Signature of Reporting Person Date

Reporting Owners 2

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

- 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 66 2/3% 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.
- (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 and have no expiration date. The service condition is satisfied as to 1/5th of the shares on August 1, 2012 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.
- These RSUs vest upon the satisfaction of a service condition and an event condition and have no expiration date. The service condition is satisfied as to 1/5th of the shares on August 1, 2013 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.
- These RSUs vest upon the satisfaction of a service condition and an event condition and have no expiration date. The service condition is satisfied as to 1/5th of the shares on March 1, 2015 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.