Wayfair Inc. Form 4 May 03, 2017

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

See Instruction 1(b).

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * Oblak Steve

Symbol

Wayfair Inc. [W]

05/01/2017

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

C/O WAYFAIR INC., 4 COPLEY PLACE, 7TH FL

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

2. Issuer Name and Ticker or Trading

Issuer

(Check all applicable)

5. Relationship of Reporting Person(s) to

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Director 10% Owner X_ Officer (give title _ Other (specify

SVP and GM, Wayfair.com

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

BOSTON, MA 02116

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative	Secur	rities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	ed of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	05/01/2017		С	1,333	A	(1)	116,417	D	
Class A Common Stock	05/01/2017		S(2)	652	D	\$ 45.44 (3)	115,765	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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 Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of etionDerivative Securities 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units ("RSUs")	<u>(4)</u>	05/01/2017		M		833	(5)	(5)	Class B Common Stock	833
Restricted Stock Units ("RSUs")	<u>(4)</u>	05/01/2017		M		500	<u>(6)</u>	<u>(6)</u>	Class B Common Stock	500
Class B Common Stock	(1)	05/01/2017		M	1,333		<u>(1)</u>	<u>(1)</u>	Class A Common Stock	1,333
Class B Common Stock	<u>(1)</u>	05/01/2017		С		1,333	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	1,333

Reporting Owners

Reporting Owner Name / Address

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

/s/ Enrique Colbert, Attorney-in-fact for Steve

Oblak 05/03/2017

**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).
- (1) 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

Reporting Owners 2

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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 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) Represents the number of shares required to be sold by the reporting person to cover tax withholding obligations in connection with the vesting of the RSUs listed in Table II and does not represent a discretionary trade by the reporting person.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.44 to \$45.45, inclusive. The reporting person undertakes to provide to Wayfair Inc., any security holder of Wayfair Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the
- (4) Each RSU represents a contingent right to receive one share of Class B Common Stock when vested.

ranges set forth in this footnote.

- 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.