

Wayfair Inc.

Form 3

October 06, 2014

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**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 Responses)

1. Name and Address of Reporting

Person *

Viking Global Equities LP

(Last)

(First)

(Middle)

55 RAILROAD AVENUE

(Street)

GREENWICH, CT 06830

(City)

(State)

(Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

10/01/2014

3. Issuer Name and Ticker or Trading Symbol

Wayfair Inc. [W]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)5. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group

Filing(Check Applicable Line)

____ Form filed by One Reporting
Person_X_ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)Date Expiration
Exercisable Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)Title Amount or
Number of
Shares4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)
(Instr. 5)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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Class B Common Stock	Â (1)	Â (1)	Class A Common Stock	327,594	\$ 0	D (2) (3) (4) Â
Class B Common Stock	Â (1)	Â (1)	Class A Common Stock	19,214	\$ 0	D (2) (3) (4) Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Viking Global Equities LP 55 RAILROAD AVENUE GREENWICH,Â CTÂ 06830	Â	Â X	Â	Â
Viking Global Equities II LP 55 RAILROAD AVENUE GREENWICH,Â CTÂ 06830	Â	Â X	Â	Â

Signatures

/s/ O. ANDREAS HALVORSEN, as authorized signatory of VIKING GLOBAL PERFORMANCE LLC for and on behalf of VIKING GLOBAL EQUITIES LP and VIKING GLOBAL EQUITIES II LP (5)

10/06/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Pursuant to the Restated Certificate of Incorporation of the Issuer, each share of Class B common stock is immediately convertible into shares of Class A common stock of the Issuer on a one-for-one basis. These securities have no expiration date.

(2) The shares reported on this form represent a subset of the 1,270,986 shares of Class B common stock previously reported on the Form 3 of Viking Global Investors LP ("VGI") filed with the Securities and Exchange Commission on October 2, 2014. Viking Global Equities LP ("VGE") and Viking Global Equities II LP ("VGE II") were not listed as "Reporting Persons" thereon because, at that time, they did not have the necessary filing codes.

(3) As of October 1, 2014, VGE and VGE II directly held 327,594 and 19,214 shares of Class B common stock, respectively. Additionally, each of Viking Global Performance LLC ("VGP"), O. Andreas Halvorsen, David C. Ott, Thomas W. Purcell, Jr. and Daniel S. Sundheim may be deemed to have been beneficial owners of shares reported on this form, but do not yet have the necessary filing codes to be included as a "Reporting Person". These entities and individuals are in the process of applying for the necessary filing codes and will file as "Reporting Persons" as soon as such codes have been obtained.

(4) The Reporting Persons disclaim beneficial ownership of these securities except to the extent of their pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purpose.

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Remarks:

(5)Â TheÂ ReportingÂ PersonsÂ areÂ jointlyÂ filingÂ thisÂ FormÂ 3Â pursuantÂ toÂ RuleÂ 16a-3(j)Â underÂ theÂ Excha

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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