

Wayfair Inc.  
Form 4  
November 12, 2014

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 INVESTORS LP  
(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
Wayfair Inc. [W]

3. Date of Earliest Transaction (Month/Day/Year)  
11/07/2014

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

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)  
\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
 10% Owner  
\_\_\_\_ Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

55 RAILROAD AVENUE  
(Street)  
GREENWICH, CT 06830  
(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	11/07/2014		P	22,500 A (6)	1,773,936	I	See Explanation of Responses (1) (2) (3) (4)
Class A Common Stock	11/07/2014		P	22,500 A (6)	521,111	D (4) (5)	

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

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number.

**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 Derivative Securities 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VIKING GLOBAL INVESTORS LP 55 RAILROAD AVENUE GREENWICH, CT 06830		X		
Viking Long Fund GP LLC 55 RAILROAD AVENUE GREENWICH, CT 06830		X		
Viking Long Fund Master Ltd. 55 RAILROAD AVENUE GREENWICH, CT 06830		X		
HALVORSEN OLE ANDREAS 55 RAILROAD AVENUE GREENWICH, CT 06830		X		
Ott David C. 55 RAILROAD AVENUE GREENWICH, CT 06830		X		
Purcell Thomas W. JR 55 RAILROAD AVENUE GREENWICH, CT 06830		X		
Sundheim Daniel S. 55 RAILROAD AVENUE GREENWICH, CT 06830		X		

## Signatures

/s/ O. ANDREAS HALVORSEN  
(7)(8) 11/12/2014

\_\_Signature of Reporting Person Date

/s/ DAVID C. OTT (7)(8) 11/12/2014

\_\_Signature of Reporting Person Date

/s/ THOMAS W. PURCELL, JR.  
(7)(8) 11/12/2014

\_\_Signature of Reporting Person Date

/s/ DANIEL S. SUNDHEIM  
(7)(8) 11/12/2014

\_\_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).

O. Andreas Halvorsen, David C. Ott, Thomas W. Purcell, Jr. and Daniel S. Sundheim are Executive Committee members of certain management entities including Viking Global Investors LP ("VGI"), Viking Global Performance LLC ("VGP") and Viking Long Fund GP LLC ("VLFGP"). VGI provides managerial services to various investment funds including Viking Global Equities LP ("VGE"), Viking Global Equities II LP ("VGE II") and VGE III Portfolio Ltd. ("VGE III"). VGP is the general partner of VGE and VGE II and the investment manager of VGE III. VLFGP serves as the investment manager of Viking Long Fund Master Ltd. ("VLFM", together with VGE, VGE II and VGE III, the "Viking Funds"; and VLFM together with Mr. Halvorsen, Mr. Ott, Mr. Purcell, Mr. Sundheim, VLFGP and VGI, the "Reporting Persons").

(1) VGI provides managerial services to (i) VGE, which directly holds 99,621 shares of Class A common stock and 327,594 shares of Class B common stock; (ii) VGE II, which directly holds 5,840 shares of Class A common stock and 19,214 shares of Class B common stock; (iii) VGE III, which directly holds 186,679 shares of Class A common stock and 613,877 shares of Class B common stock; and (iv) VLFM, which directly holds 210,810 shares of Class A common stock and 310,301 shares of Class B common stock. Because of the relationships between VGI and the Viking Funds, VGI may be deemed to beneficially own the shares of Class A common stock and Class B common stock directly held by the Viking Funds.

(2) VLFGP serves as the investment manager of VLFM. Because of the relationship between VLFGP and VLFM, VLFGP may be deemed to beneficially own the shares of Class A common stock and Class B common stock directly held by VLFM.

(3) 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.

(4) On November 7, 2014, VLFM acquired 22,500 shares of Class A common stock. Consequently, VLFM directly holds 210,810 shares of Class A common stock and 310,301 shares of Class B common stock.

(5) Of the 22,500 shares of Class A common stock acquired by VLFM on November 7, 2014, 21,900 shares were acquired at a price per share of \$26.60 and 600 shares were acquired at a price per share of \$26.09.

### Remarks:

(7) The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act.

(8) Each of O. Andreas Halvorsen, David C. Ott, Thomas W. Purcell, Jr. and Daniel S. Sundheim is signing individually and

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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