

Wayfair Inc.  
Form SC 13G/A  
February 09, 2016

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

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(Amendment No. 1)**

**Wayfair Inc.**

(Name of Issuer)

**Class A Common Stock**

(Title of Class of Securities)

**94419L101**

(CUSIP Number)

**December 31, 2015**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 94419L101

Schedule 13G

|   |   |
|---|---|
| 1   | Names of Reporting Persons<br>Great Hill Investors, LLC   |
| 2   | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/> o<br>(b) <input checked="" type="radio"/> x |
| 3   | SEC Use Only  |
| 4   | Citizen or Place of Organization<br>Massachusetts   |
|   | 5 Sole Voting Power<br>0  |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 6 Shared Voting Power<br>19,471   |
|   | 7 Sole Dispositive Power<br>0   |
|   | 8 Shared Dispositive Power<br>19,471  |
| 9   | Aggregate Amount Beneficially Owned by Each Reporting Person<br>19,471  |
| 10  | Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/> o<br>Not Applicable                |
| 11  | Percent of Class Represented by Amount in Row 9<br>Less than 1.0%   |
| 12  | Type of Reporting Person<br>OO  |

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Schedule 13G

|   |   |
|---|---|
| 1   | Names of Reporting Persons<br>Great Hill Equity Partners IV, LP   |
| 2   | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/> o<br>(b) <input checked="" type="radio"/> x |
| 3   | SEC Use Only  |
| 4   | Citizen or Place of Organization<br>Delaware  |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 5<br><br>Sole Voting Power<br>0   |
|   | 6<br><br>Shared Voting Power<br>7,139,176   |
|   | 7<br><br>Sole Dispositive Power<br>0  |
|   | 8<br><br>Shared Dispositive Power<br>7,139,176  |
| 9   | Aggregate Amount Beneficially Owned by Each Reporting Person<br>7,139,176   |
| 10  | Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/> o<br>Not Applicable                |
| 11  | Percent of Class Represented by Amount in Row 9<br>15.6%  |
| 12  | Type of Reporting Person<br>PN  |

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|   |   |
|---|---|
| 1   | Names of Reporting Persons<br>Great Hill Partners GP IV, L.P.   |
| 2   | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3   | SEC Use Only  |
| 4   | Citizen or Place of Organization<br>Delaware  |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 5<br><br>Sole Voting Power<br>0   |
|   | 6<br><br>Shared Voting Power<br>7,139,176   |
|   | 7<br><br>Sole Dispositive Power<br>0  |
|   | 8<br><br>Shared Dispositive Power<br>7,139,176  |
| 9   | Aggregate Amount Beneficially Owned by Each Reporting Person<br>7,139,176   |
| 10  | Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/><br>Not Applicable              |
| 11  | Percent of Class Represented by Amount in Row 9<br>15.6%  |
| 12  | Type of Reporting Person<br>PN  |

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|   |   |                                       |
|---|---|---------------------------------------|
| 1   | Names of Reporting Persons<br>GHP IV, LLC   |                                       |
| 2   | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |                                       |
| 3   | SEC Use Only  |                                       |
| 4   | Citizen or Place of Organization<br>Delaware  |                                       |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 5   | Sole Voting Power<br>0                |
|   | 6   | Shared Voting Power<br>7,139,176      |
|   | 7   | Sole Dispositive Power<br>0           |
|   | 8   | Shared Dispositive Power<br>7,139,176 |
| 9   | Aggregate Amount Beneficially Owned by Each Reporting Person<br>7,139,176   |                                       |
| 10  | Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/><br>Not Applicable              |                                       |
| 11  | Percent of Class Represented by Amount in Row 9<br>15.6%  |                                       |
| 12  | Type of Reporting Person<br>OO  |                                       |

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|   |   |
|---|---|
| 1   | Names of Reporting Persons<br>Christopher S. Gaffney  |
| 2   | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3   | SEC Use Only  |
| 4   | Citizen or Place of Organization<br>United States of America  |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 5<br><br>Sole Voting Power<br>0   |
|   | 6<br><br>Shared Voting Power<br>7,158,647   |
|   | 7<br><br>Sole Dispositive Power<br>0  |
|   | 8<br><br>Shared Dispositive Power<br>7,158,647  |
| 9   | Aggregate Amount Beneficially Owned by Each Reporting Person<br>7,158,647   |
| 10  | Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/><br>Not Applicable              |
| 11  | Percent of Class Represented by Amount in Row 9<br>15.6%  |
| 12  | Type of Reporting Person<br>IN  |

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|   |   |
|---|---|
| 1   | Names of Reporting Persons<br>John G. Hayes   |
| 2   | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3   | SEC Use Only  |
| 4   | Citizen or Place of Organization<br>United States of America  |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 5<br><br>Sole Voting Power<br>0   |
|   | 6<br><br>Shared Voting Power<br>7,158,647   |
|   | 7<br><br>Sole Dispositive Power<br>0  |
|   | 8<br><br>Shared Dispositive Power<br>7,158,647  |
| 9   | Aggregate Amount Beneficially Owned by Each Reporting Person<br>7,158,647   |
| 10  | Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/><br>Not Applicable              |
| 11  | Percent of Class Represented by Amount in Row 9<br>15.6%  |
| 12  | Type of Reporting Person<br>IN  |

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|   |   |
|---|---|
| 1   | Names of Reporting Persons<br>Michael A. Kumin  |
| 2   | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3   | SEC Use Only  |
| 4   | Citizen or Place of Organization<br>United States of America  |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 5<br><br>Sole Voting Power<br>0   |
|   | 6<br><br>Shared Voting Power<br>7,158,647   |
|   | 7<br><br>Sole Dispositive Power<br>0  |
|   | 8<br><br>Shared Dispositive Power<br>7,158,647  |
| 9   | Aggregate Amount Beneficially Owned by Each Reporting Person<br>7,158,647   |
| 10  | Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/><br>Not Applicable              |
| 11  | Percent of Class Represented by Amount in Row 9<br>15.6%  |
| 12  | Type of Reporting Person<br>IN  |



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- 1 Names of Reporting Persons  
Mark D. Taber
  
- 2 Check the Appropriate Box if a Member of a Group
  - (a)
  - (b)
  
- 3 SEC Use Only
  
- 4 Citizen or Place of Organization  
United States of America

|   |   |                        |
|---|---|------------------------|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 5 | Sole Voting Power<br>0 |
|---|---|------------------------|