

Agrawal Neeraj
 Form 4
 November 21, 2017

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Agrawal Neeraj

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 C/O BATTERY VENTURES, ONE MARINA PARK DRIVE, SUITE 1100

3. Date of Earliest Transaction (Month/Day/Year)
 11/17/2017

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)
 BOSTON, MA 02210

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

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

(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 Indirect Ownership (Instr. 4)
			Code	V Amount (D) Price			
Class A Common Stock	11/17/2017		S	20,000 D \$ 66.7289	45,188 ⁽²⁾	D	
					⁽¹⁾		

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

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.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: Agrawal Neeraj - Form 4

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 Owned Following Transaction (Instr. 6)
				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

Agrawal Neeraj
 C/O BATTERY VENTURES
 ONE MARINA PARK DRIVE, SUITE 1100
 BOSTON, MA 02210

X

Signatures

/s/ Christopher Schiavo (acting as attorney-in-fact on behalf of Neeraj Agrawal)

11/21/2017

**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) Represents weighted-average sales price. The shares were sold at prices ranging from \$66.21 to \$67.00. The Reporting Person will provide upon request, to the SEC, the Issuer or any security holder of the Issuer, full information regarding the number of shares sold at each separate price.

(2) The number of shares reported as directly held by the Reporting Person reflects the change in form of beneficial ownership of 65,188 shares previously reported by the Reporting Person as indirectly held through the Reporting Person's interest in Battery Ventures IX, L.P. ("Battery Ventures IX") and Battery Investment Partners IX, LLC ("BIP IX"). Such shares were received by virtue of pro-rata in-kind distributions of common stock of the Issuer by Battery Ventures IX and by BIP IX to their partners and members without consideration, including Battery Partners IX, LLC ("BP IX"), and the further pro-rata in-kind distributions of such shares by BP IX to its members, including the Reporting Person. Following such distributions, neither Battery Ventures IX nor BIP IX owns any shares.

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.