Wayfair Inc. Form 4 September 19, 2016

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

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005 Estimated average

0.5

burden hours per response...

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Shah Niraj

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Wayfair Inc. [W]

(Check all applicable)

C/O WAYFAIR INC., 4 COPLEY

(Street)

(First)

(Middle)

(Month/Day/Year)

09/15/2016

_X__ Director X 10% Owner __Other (specify X_ Officer (give title below)

Chief Executive Officer

PLACE, 7TH FL

4. If Amendment, Date Original

3. Date of Earliest Transaction

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

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

Person

BOSTON, MA 02116

(City)	(State) (Z	Zip) Table	e I - Non-Do	erivative S	Securit	ties Acq	quired, Disposed	of, 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. Transaction Code (Instr. 8)	4. Securi on(A) or D (D) (Instr. 3,	isposec	d of	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)
~ 1			Code V	Amount	(D)	Price	(IIIsti. 3 alid 4)		
Class A Common Stock	09/15/2016		С	2,500	A	(1)	60,500	D	
Class A Common Stock	09/15/2016		S(2)	811	D	\$ 39.8 (3)	59,689	D	

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

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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. Transacti Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units ("RSUs")	<u>(4)</u>	09/15/2016		M		2,500	<u>(5)</u>	<u>(5)</u>	Class B Common Stock	2,500
Class B Common Stock	<u>(1)</u>	09/15/2016		M	2,500		<u>(1)</u>	<u>(1)</u>	Class A Common Stock	2,500
Class B Common Stock	<u>(1)</u>	09/15/2016		C		2,500	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	2,500

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Shah Niraj C/O WAYFAIR INC., 4 COPLEY PLACE, 7TH FL BOSTON, MA 02116	X	X	Chief Executive Officer				

Signatures

/s/ Enrique Colbert, Attorney-in-fact for Niraj Shah

**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).

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 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)

Reporting Owners 2

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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 \$39.79 to \$39.85, 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 ranges set forth in this footnote.
- (4) Each RSU represents a contingent right to receive one share of Class B Common Stock when vested.
- 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 October 15, 2014 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.