Wayfair Inc. Form 4 June 23, 2015

## FORM 4

#### **OMB APPROVAL**

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

Washington, D.C. 20549

January 31, Expires: 2005

Form 4 or Form 5

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

Estimated average burden hours per response... 0.5

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 \* Savarese James

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

(Middle)

(Month/Day/Year) Execution Date, if

Wayfair Inc. [W]

(Check all applicable)

(First) C/O WAYFAIR INC., 4 COPLEY

(Street)

(Month/Day/Year)

Director 10% Owner X\_ Officer (give title Other (specify

06/22/2015

below)

Chief Operating Officer

PLACE, 7TH FL

4. If Amendment, Date Original

3. Date of Earliest Transaction

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) \_X\_ Form filed by One Reporting Person

Form filed by More than One Reporting

Person

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

below)

BOSTON, MA 02116

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s)

or (Instr. 3 and 4) Code V Amount (D) Price

<u>(1)</u>

Α

Class A Common

Security

(Instr. 3)

 $\mathbf{C}$ 06/22/2015 1.881

(Month/Day/Year)

676,446

D

Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

#### Edgar Filing: Wayfair Inc. - 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. Transactic Code (Instr. 8)	5. Number of corderivative 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 o Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units ("RSUs")	(2)	06/22/2015		M		2,788	(3)	08/03/2018	Class B Common Stock	2,788
Class B Common Stock	<u>(1)</u>	06/22/2015		M	2,788		<u>(1)</u>	<u>(1)</u>	Class A Common Stock	2,788
Class B Common Stock	<u>(1)</u>	06/22/2015		F		907	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	907
Class B Common Stock	(1)	06/22/2015		C		1,881	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	1,881

# **Reporting Owners**

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other

Savarese James

C/O WAYFAIR INC., 4 COPLEY PLACE, 7TH FL **BOSTON, MA 02116** 

**Chief Operating Officer** 

#### **Signatures**

/s/ Enrique Colbert, Attorney-in-Fact for James Savarese

06/23/2015

\*\*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.

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- (2) 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. The service condition is satisfied as to 1/5th of the shares on June 21, 2012 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.