Wayfair Inc. Form 4 November 25, 2014

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

OMB APPROVAL OMB

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

response...

if no longer subject to Section 16. Form 4 or

Check this box

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

SECURITIES

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * Oblak Steve

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Wayfair Inc. [W]

3. Date of Earliest Transaction

(Check all applicable)

C/O WAYFAIR INC., 4 COPLEY

(Middle)

(Zip)

(Month/Day/Year) 11/21/2014

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

PLACE, 7TH FLOOR

(Street)

(State)

(First)

4. If Amendment, Date Original

SVP and GM, Wayfair.com 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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

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

5. Amount of Securities Beneficially (D) or Owned Following (Instr. 4) Reported

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

(A) or

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Class A Common

Stock

11/21/2014

 \mathbf{C} 73

Α (1) 68,936 D

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not 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)

(9-02)

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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 on f 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units ("RSUs")	<u>(2)</u>	11/21/2014		M		140	<u>(3)</u>	08/03/2018	Class B Common Stock	140
Class B Common Stock	(1)	11/21/2014		M	140		<u>(1)</u>	<u>(1)</u>	Class A Common Stock	140
Class B Common Stock	(1)	11/21/2014		F		67	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	67
Class B Common Stock	(1)	11/21/2014		С		73	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	73

Reporting Owners

Reporting Owner Name / Address		Relationships	
	 40~ 0	G 22*	

Director 10% Owner Officer Other

Oblak Steve

C/O WAYFAIR INC. 4 COPLEY PLACE, 7TH FLOOR

SVP and GM, Wayfair.com

BOSTON, MA 02116

Signatures

/s/ Enrique Colbert, Attorney-in-Fact

11/25/2014

**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).
- (1) 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

Reporting Owners 2

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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 662/3% 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) 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
- (3) 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.