

FLEISHER MICHAEL D

Form 4

March 19, 2019

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**FLEISHER MICHAEL D**

(Last) (First) (Middle)

**C/O WAYFAIR INC., 4 COPLEY  
PLACE**

(Street)

**BOSTON, MA 02116**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

**Wayfair Inc. [W]**

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

**03/15/2019**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Chief Financial Officer

6. Individual or Joint/Group Filing(Check  
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**

| 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|------------|-----------|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount | (A) or (D) | Price     |   |  |   |
| Class A Common Stock            | 02/28/2019                           |  | G <sup>(1)</sup>               | V   | 310    | D          | \$ 0      | 119,608   | D  |   |
| Class A Common Stock            | 03/15/2019                           |  | M                              |   | 1,043  | A          | \$ 0      | 120,651   | D  |   |
| Class A Common Stock            | 03/15/2019                           |  | S <sup>(2)</sup>               |   | 478    | D          | \$ 164.01 | 120,173   | D  |   |

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)

| 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 or Value 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")            | (3)  | 03/15/2019                           |  | M                              |   | 1,043  |     | (4)   | (4)             | Class A Common Stock  | 1,043                      | \$ |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

FLEISHER MICHAEL D  
C/O WAYFAIR INC., 4 COPLEY PLACE  
BOSTON, MA 02116

Chief Financial Officer

## Signatures

/s/ Enrique Colbert, Attorney-in-Fact for Michael D. Fleisher

03/19/2019

\*\*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) These shares were transferred to The Chewonki Foundation.

(2) 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.

(3) Each RSU represents a contingent right to receive one share of Class A Common Stock when vested.

(4) These RSUs vest upon the satisfaction of a service condition and have no expiration date. The service condition is satisfied as to 1/5th of the shares on September 15, 2016 and as to an additional 1/20th of the shares for every three months of continuous service thereafter.

## Edgar Filing: FLEISHER MICHAEL D - Form 4

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.