

Shah Niraj

Form 4

April 05, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Shah Niraj

(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)

04/03/2019

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Chief Executive Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|--------------------------------------------------------------------------------|
| Class A<br>Common<br>Stock            | 04/03/2019                              |                                                             | C                                    | 5,000                                                                   | A <u>(1)</u>                                                                                                       | 7,780                                                                | D                                                                              |
| Class A<br>Common<br>Stock            | 04/03/2019                              |                                                             | S <u>(2)</u>                         | 1,773                                                                   | D \$<br>152.32 <u>(3)</u>                                                                                          | 6,007                                                                | D                                                                              |
| Class A<br>Common<br>Stock            | 04/03/2019                              |                                                             | S <u>(2)</u>                         | 609                                                                     | D \$<br>153.25 <u>(4)</u>                                                                                          | 5,398                                                                | D                                                                              |
| Class A<br>Common                     | 04/03/2019                              |                                                             | S <u>(2)</u>                         | 1,184                                                                   | D \$ 154.6 <u>(5)</u>                                                                                              | 4,214                                                                | D                                                                              |

# Edgar Filing: Shah Niraj - Form 4

Stock

|         |            |  |                  |     |    |            |       |   |
|---------|------------|--|------------------|-----|----|------------|-------|---|
| Class A |            |  |                  |     | \$ |            |       |   |
| Common  | 04/03/2019 |  | S <sup>(2)</sup> | 633 | D  | 155.46     | 3,581 | D |
| Stock   |            |  |                  |     |    | <u>(6)</u> |       |   |
| Class A |            |  |                  |     | \$ |            |       |   |
| Common  | 04/03/2019 |  | S <sup>(2)</sup> | 801 | D  | 156.45     | 2,780 | D |
| Stock   |            |  |                  |     |    | <u>(7)</u> |       |   |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Price<br>of Underlying<br>Securities<br>(Instr. 3) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                       | Date<br>Exercisable                                            | Expiration<br>Date                                                  | Title                                                 |
| Class B                                             |                                                                    |                                         |                                                             |                                      |                                                                                                                 |                                                                |                                                                     | Amount<br>or<br>Number<br>of<br>Shares                |
| Common                                              | <u>(1)</u>                                                         | 04/03/2019                              |                                                             | C                                    | 5,000                                                                                                           | <u>(1)</u>                                                     | <u>(1)</u>                                                          | Class A<br>Common<br>Stock                            |
| Stock                                               |                                                                    |                                         |                                                             |                                      |                                                                                                                 |                                                                |                                                                     | 5,000                                                 |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |                         |       |
|--------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
|                                                                    | Director      | 10% Owner | Officer                 | Other |
| Shah Niraj<br>C/O WAYFAIR INC., 4 COPLEY PLACE<br>BOSTON, MA 02116 | X             | X         | Chief Executive Officer |       |

## Signatures

/s/ Enrique Colbert, Attorney-in-fact for Niraj  
Shah 04/05/2019

                    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).

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.

(1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted 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 \$152.00 to \$152.84, 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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$153.01 to \$153.89, 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.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$154.03 to \$155.02, 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.

(6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$155.10 to \$156.07, 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.

(7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$156.12 to \$156.84, 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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