Wayfair Inc. Form 4 May 19, 2016

### FORM 4

#### **OMB APPROVAL**

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

**SECURITIES** 

OMB 3235-0287 Number:

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

Form 5 obligations

Estimated average burden hours per response... 0.5

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * HARBOURVEST PARTNERS 2007 DIRECT ASSOCIATES L.P.	2. Issuer Name and Ticker or Trading  Symbol	5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle)	Wayfair Inc. [W] 3. Date of Earliest Transaction	(Check all applicable)				
C/O HARBOURVEST PARTNERS LLC, ONE FINANCIAL CENTER	(Month/Day/Year) 05/17/2016	Director 10% Owner Officer (give titleX Other (specification) below) See Remarks				
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person				
BOSTON, MA 02111		_X_ Form filed by More than One Reporting Person				

(City)	(State)	(Zip) Tab	le I - Non-	Derivativo	e Secu	rities Acqui	red, Disposed of,	or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	omr Dispo (Instr. 3,	sed of 4 and (A) or	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)
Class A Common	05/17/2016		Code V	Amount 4,392	(D)	Price \$ 40.2021	1,155,360	D (1) (2)	
Stock				1,22		<u>(9)</u>	-,,		
Class A Common Stock	05/17/2016		S	3,606	D	\$ 40.2021 <u>(9)</u>	948,557	D (3) (4)	
Class A Common Stock	05/17/2016		S	7,212	D	\$ 40.2021 <u>(9)</u>	1,897,107	D (5) (6)	
Class A Common	05/17/2016		S	89	D	\$ 40.2021	23,365	D (7) (8)	

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Stock					(9)		
Class A Common Stock	05/18/2016	S	2,871	D	\$ 40.0008 (10)	1,152,489	D (1) (2)
Class A Common Stock	05/18/2016	S	2,357	D	\$ 40.0008 (10)	946,200	D (3) (4)
Class A Common Stock	05/18/2016	S	4,714	D	\$ 40.0008 (10)	1,892,393	D (5) (6)
Class A Common Stock	05/18/2016	S	58	D	\$ 40.0008 (10)	23,307	D (7) (8)
Class A Common Stock	05/18/2016	J <u>(11)</u>	7,033	A	(11)	1,159,522	D (1) (2)
Class A Common Stock	05/18/2016	J(11)	9,712	A	(11)	33,019	D (7) (8)

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.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration D	ate	Amoun	t of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securiti	ies	(Instr. 5)
	Derivative				Securities	3		(Instr. 3	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									۸	
									Amount	
						Date	Expiration		or N. 1	
						Exercisable Date	Date		Number	
				C 1 1	(A) (D)				of	
				Code V	(A) $(D)$			2	Shares	

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

SEC 1474

(9-02)

# **Reporting Owners**

Reporting Owner Name / Address		Relationships					
		10% Owner	Officer	Other			
HARBOURVEST PARTNERS 2007 DIRECT ASSOCIATES L.P. C/O HARBOURVEST PARTNERS LLC ONE FINANCIAL CENTER BOSTON, MA 02111				See Remarks			
HARBOURVEST PARTNERS 2007 DIRECT ASSOCIATES LLC C/O HARBOURVEST PARTNERS LLC ONE FINANCIAL CENTER BOSTON, MA 02111				(See remarks)			
HARBOURVEST PARTNERS 2007 DIRECT FUND L.P. C/O HARBOURVEST PARTNERS LLC ONE FINANCIAL CENTER BOSTON, MA 02111				(See remarks)			
HARBOURVEST PARTNERS LLC C/O HARBOURVEST PARTNERS LLC ONE FINANCIAL CENTER BOSTON, MA 02111				(See remarks)			
HARBOURVEST PARTNERS VIII-VENTURE ASSOCIATES L.P. C/O HARBOURVEST PARTNERS LLC ONE FINANCIAL CENTER BOSTON, MA 02111				(See remarks)			
HARBOURVEST PARTNERS VIII-VENTURE ASSOCIATES LLC C/O HARBOURVEST PARTNERS LLC ONE FINANCIAL CENTER BOSTON, MA 02111				(See remarks)			
HarbourVest Partners VIII-Venture Fund L.P. C/O HARBOURVEST PARTNERS LLC ONE FINANCIAL CENTER BOSTON, MA 02111				(See remarks)			
HarbourVest Partners/NYSTRS Co-Investment Fund L.P. C/O HARBOURVEST PARTNERS LLC ONE FINANCIAL CENTER BOSTON, MA 02111				(See remarks)			
HIPEP VI Select Associates L.P. C/O HARBOURVEST PARTNERS LLC ONE FINANCIAL CENTER BOSTON, MA 02111				(See remarks)			
HIPEP VI Select Associates LLC C/O HARBOURVEST PARTNERS LLC ONE FINANCIAL CENTER BOSTON, MA 02111				(See remarks)			

Reporting Owners 3

## **Signatures**

### HarbourVest 2007 Direct Associates LLC, By: HarbourVest Partners, LLC, its Managing Member; By: /s/ Danielle Green, Chief Compliance Officer  _Signature of Reporting Person  HarbourVest Partners 2007 Direct Fund L.P., By: HarbourVest 2007 Direct Associates L.P., its GP; By: HarbourVest 2007 Direct Associates LLC, its GP; By: HarbourVest Partners, LLC, its Managing Member; By: /s/ Danielle Green, Chief Compliance Officer  _Signature of Reporting Person  HarbourVest Partners, LLC, By: /s/ Danielle Green, Chief Compliance Officer  _Signature of Reporting Person  HarbourVest VIII-Venture Associates L.P., By: HarbourVest VIII-Venture Associates LLC, its GP; By: HarbourVest VIII-Venture Associates LLC, its GP; By: HarbourVest VIII-Venture Associates LLC, By: HarbourVest Partners, LLC, its Managing Member; By: /s/ Danielle Green, Chief Compliance Officer  _Signature of Reporting Person  HarbourVest VIII-Venture Associates LLC, By: HarbourVest Partners, LLC, its Managing Member; By: /s/ Danielle Green, Chief Compliance Officer  _Signature of Reporting Person  HarbourVest Partners VIII-Venture Fund, L.P., By: HarbourVest VIII-Venture Associates LLC, By: HarbourVest Partners, LLC, its GP; By: HarbourVest Partners, LLC, its Managing Member; By: /s/ Danielle Green, Chief Compliance Officer  _Signature of Reporting Person  HIPEP VI Select Associates LLC, By: HarbourVest Partners, LLC, its GP; By: HarbourVest Partners, LLC, its Managing Member; By: /s/ Danielle Green, Chief Compliance Officer  _Signature of Reporting Person  HIPEP VI Select Associates LLC, By: HarbourVest Part	HarbourVest 2007 Direct Associates L.P., By: HarbourVest 2007 Direct Associates LLC, its GP; By: HarbourVest Partners, LLC, its Managing Member; By: /s/ Danielle Green, Chief Compliance Officer	05/19/2016
Member; By: /s/ Danielle Green, Chief Compliance Officer  Signature of Reporting Person  HarbourVest Partners 2007 Direct Fund L.P., By: HarbourVest 2007 Direct Associates L.P., lits GP; By: HarbourVest 2007 Direct Associates LLC, its GP; By: HarbourVest Partners, LLC, its Managing Member; By: /s/ Danielle Green, Chief Compliance Officer  Signature of Reporting Person  HarbourVest Partners, LLC, By: /s/ Danielle Green, Chief Compliance Officer  Signature of Reporting Person  HarbourVest VIII-Venture Associates L.P., By: HarbourVest VIII-Venture Associates LLC, its GP; By: HarbourVest VIII-Venture Associates L.P., By: HarbourVest VIII-Venture Associates L.C, its GP; By: HarbourVest VIII-Venture Associates L.C, its Managing Member; By: /s/ Danielle Green, Chief Compliance Officer  Signature of Reporting Person  Date  HarbourVest VIII-Venture Associates L.C, By: HarbourVest Partners, LLC, its Managing Member; By: /s/ Danielle Green, Chief Compliance Officer  Signature of Reporting Person  Date  HarbourVest VIII-Venture Fund, L.P., By: HarbourVest Partners, LLC, its Managing Member; By: /s/ Danielle Green, Chief Compliance Officer  Signature of Reporting Person  Date  HarbourVest NathourVest VIII-Venture Associates LLC, its GP; By: HarbourVest Partners, LLC, its Managing Member; By: /s/ Danielle Green, Chief Compliance Officer  Signature of Reporting Person  Date  HarbourVest/NYSTRS Co-Invest Fund L.P.; By: HIPEP VI Select Associates L.P., its GP; By: HarbourVest Partners, LLC, its Managing Member; By: /s/ Danielle Green, Chief Compliance Officer  Signature of Reporting Person  Date  HIPEP VI Select Associates L.P., By: HIPEP VI Select Associates L.C, its GP; By: HarbourVest Partners, LLC, its Managing Member; By: /s/ Danielle Green, Chief Compliance Officer  Signature of Reporting Person  Date  HIPEP VI Select Associates L.P., By: HIPEP VI Select Associates LLC, its GP; By: HarbourVest Partners, LLC, its Managing Member; By: /s/ Danielle Green, Chief Compliance Officer	**Signature of Reporting Person	Date
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L.P., its GP; By: HarbourVest VIII-Venture Associates LLC, its GP; By: HarbourVest Partners, LLC, its Managing Member; By: /s/ Danielle Green, Chief Compliance Officer  _**Signature of Reporting Person Date  HarbourVest/NYSTRS Co-Invest Fund L.P.: By: HIPEP VI Select Associates L.P., its GP; By: HIPEP VI Select Associates LLC, its GP; By: HarbourVest Partners, LLC, its Managing Member; By: /s/ Danielle Green, Chief Compliance Officer _**Signature of Reporting Person Date  HIPEP VI Select Associates L.P., By: HIPEP VI Select Associates LLC, its GP; By: HarbourVest Partners, LLC, its Managing Member; By: /s/ Danielle Green, Chief Compliance Officer _**Signature of Reporting Person Date  HIPEP VI Select Associates LLC, By: HarbourVest Partners, LLC, its Managing Member; By: /s/ Danielle Green, Chief Compliance Officer  05/19/2016	**Signature of Reporting Person	Date
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HarbourVest Partners, LLC, its Managing Member; By: /s/ Danielle Green, Chief Compliance Officer  _**Signature of Reporting Person Date  HIPEP VI Select Associates LLC, By: HarbourVest Partners, LLC, its Managing Member; By: /s/ Danielle Green, Chief Compliance Officer 05/19/2016	**Signature of Reporting Person	Date
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By: /s/ Danielle Green, Chief Compliance Officer 05/19/2016	**Signature of Reporting Person	Date
**Signature of Reporting Person Date	· · · · · · · · · · · · · · · · · · ·	05/19/2016
	**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 securities are owned solely by HarbourVest Partners VIII-Venture Fund, L.P. ("HV Ventures"). HarbourVest Partners, LLC is the managing member of HarbourVest VIII-Venture Associates LLC, which is the general partner of HarbourVest VIII-Venture Associates L.P., which is the general partner of HV Ventures. Each of HarbourVest Partners, LLC, HarbourVest VIII-Venture

Signatures 4

#### Edgar Filing: Wayfair Inc. - Form 4

Associates LLC and HarbourVest VIII-Venture Associates L.P. may be deemed to have a beneficial interest in the securities held by HV Ventures and each disclaims beneficial ownership of the securities held by HV Ventures, except to the extent of its pecuniary interest which is subject to indeterminable future events.

- Each of HV Co-Invest (as defined below), HIPEP VI Select Associates LLC, HIPEP VI Select Associates L.P., HV Direct (as defined below), HarbourVest 2007 Direct Associates LLC, HarbourVest 2007 Direct Associates L.P., HV9 (as defined below), HarbourVest IX-Venture Associates L.P., disclaims beneficial ownership of the securities held by HV Ventures and this report shall not be deemed an admission that any such reporting person is the beneficial owner of such securities for purposes of Section 16 of the Securities Exchange Act or for any other purpose.
- These securities are owned solely by HarbourVest/NYSTRS Co-Invest Fund L.P. ("HV Co-Invest"). HarbourVest Partners, LLC is the managing member of HIPEP VI Select Associates LLC, which is the general partner of HIPEP VI Select Associates L.P., which is the general partner of HV Co-Invest. Each of HarbourVest Partners, LLC, HIPEP VI Select Associates LLC and HIPEP VI Select Associates L.P. may be deemed to have a beneficial interest in the securities held by HV Co-Invest and each disclaims beneficial ownership of the securities held by HV Co-Invest, except to the extent of its pecuniary interest which is subject to indeterminable future events.
- Each of HV Ventures, HarbourVest VIII-Venture Associates LLC, HarbourVest VIII-Venture Associates L.P., HV Direct, HarbourVest 2007 Direct Associates LLC, HarbourVest 2007 Direct Associates L.P., HV9 (as defined below), HarbourVest IX-Venture Associates LLC, and HarbourVest IX-Venture Associates L.P disclaims beneficial ownership of the securities held by HV Co-Invest and this report shall not be deemed an admission that any such reporting person is the beneficial owner of such securities for purposes of Section 16 of the Securities Exchange Act or for any other purpose.
- These securities are owned solely by HarbourVest Partners 2007 Direct Fund L.P. ("HV Direct"). HarbourVest Partners, LLC is the managing member of HarbourVest 2007 Direct Associates LLC, which is the general partner of HarbourVest 2007 Direct Associates L.P., which is the general partner of HV Direct. Each of HarbourVest Partners, LLC, HarbourVest 2007 Direct Associates LLC and HarbourVest 2007 Direct Associates L.P. may be deemed to have a beneficial interest in the securities held by HV Direct and each disclaims beneficial ownership of the securities held by HV Direct, except to the extent of its pecuniary interest which is subject to indeterminable future events.
- Each of HV Co-Invest, HIPEP VI Select Associates LLC, HIPEP VI Select Associates L.P., HV Ventures, HarbourVest VIII-Venture Associates LLC, HarbourVest VIII-Venture Associates L.P., HV9 (as defined below), HarbourVest IX-Venture Associates LLC, and HarbourVest IX-Venture Associates L.P disclaims beneficial ownership of the securities held by HV Direct and this report shall not be deemed an admission that any such reporting person is the beneficial owner of such securities for purposes of Section 16 of the Securities Exchange Act or for any other purpose.
- The securities are owned solely by HarbourVest Partners IX-Venture Fund L.P. ("HV9"). HarbourVest Partners LLC which is the Managing Member of HarbourVest IX-Venture Associates LLC, which is the general partner of HarbourVest IX-Venture Associates L.P. which is the general partner of HarbourVest Partners IX-Venture Fund L.P. may be deemed to have a beneficial interest in the securities held by HV9 and each disclaims beneficial ownership of the securities held by HV Direct, except to the extent of its pecuniary interest which is subject to indeterminable future events.
- Each of HV Co-Invest, HIPEP VI Select Associates LLC, HIPEP VI Select Associates L.P., HV Ventures, HarbourVest VIII-Venture Associates LLC, HarbourVest VIII-Venture Associates L.P., HV Direct, HarbourVest 2007 Direct Associates LLC and HarbourVest 2007 Direct Associates L.P. disclaims beneficial ownership of the securities held by HV9 and this report shall not be deemed an admission that any such reporting person is the beneficial owner of such securities for purposes of Section 16 of the Securities Exchange Act or for any other purpose.
- This transaction was executed in multiple trades at prices ranging from \$40.00 to \$40.65 per share inclusive. The price reported above reflects the weighted average sale price. The reporting persons hereby undertake to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and the prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$40.00 to \$40.02 per share inclusive. The price reported above reflects the weighted average sale price. The reporting persons hereby undertake to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and the prices at which the transaction was effected.
- (11) Shares received from Battery Ventures IX (AIV I) L.P. in-kind stock distribution on 5/18/16.

#### **Remarks:**

The reporting persons beneficially own less than 10% of the Issuer's Class A Common Stock, which is the class of equity secu

Form 1 of 2.

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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.