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

Wayfair Inc. Form 4 February 17, 2016									
FORM 4 UNITED STA		ECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549					PPROVAL 3235-0287 January 31,		
Subject to Section 16. Form 4 or Form 5 Filed pursuan	to Section 16(a) of t	<b>RITIES</b> he Securit	ies Ez	xchang	ge Act of 1934,	Estimated burden hou response	Expires: 2005 Estimated average burden hours per response 0.5		
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).									
(Print or Type Responses)									
1. Name and Address of Reporting Person Savarese James	2. Issuer Name an Symbol Wayfair Inc. [W		Tradin	g	5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle	• –	3. Date of Earliest Transaction				(Check all applicable)			
C/O WAYFAIR INC., 4 COPLEY PLACE, 7TH FL	(Month/Day/Year) 2 02/15/2016				Director 10% Owner X Officer (give title Other (specify below) Chief Operating Officer				
(Street) 4. If Amendment, Date Original Filed(Month/Day/Year) BOSTON, MA 02116					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
(City) (State) (Zip)					Person				
				ties Ac	quired, Disposed o		-		
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)		3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Class A	Code	V Amount		Price	(Instr. 3 and 4)				
Class A Common 02/15/2016 Stock	С	1,689	А	<u>(1)</u>	597,389	D			
Class A Common 02/17/2016 Stock	S <u>(2)</u>	500	D	\$ 39	596,889	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.

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

# 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. Transacti Code (Instr. 8)	orDerivative		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>(3)</u>	02/15/2016		М		2,500	(4)	(4)	Class B Common Stock	2,500
Class B Common Stock	<u>(1)</u>	02/15/2016		М	2,500		<u>(1)</u>	<u>(1)</u>	Class A Common Stock	2,500
Class B Common Stock	<u>(1)</u>	02/15/2016		F		811	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	811
Class B Common Stock	<u>(1)</u>	02/15/2016		C		1,689	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	1,689

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
	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	02	2/17/2016					
**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) 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

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

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.

- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 24, 2014.
- (3) 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 and have no expiration date. The service condition is (4) satisfied as to 1/5th of the shares on March 15, 2014 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.