

Macri Edmond  
Form 4  
March 19, 2019

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Macri Edmond

(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 below) \_\_\_ Other (specify below)

Chief Product/Marketing

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            | 03/15/2019                           |  | M                              |   | 2,500   | A  | \$ 0  |
|                                 |                                      |  |                                |   | 3,000   |  |   |
| Class A Common Stock            | 03/15/2019                           |  | M                              |   | 952   | A  | \$ 0  |
|                                 |                                      |  |                                |   | 3,952   |  |   |
| Class A Common Stock            | 03/15/2019                           |  | M                              |   | 5,000   | A  | \$ 0  |
|                                 |                                      |  |                                |   | 8,952   |  |   |
| Class A Common                  | 03/15/2019                           |  | M                              |   | 2,500   | A  | \$ 0  |
|                                 |                                      |  |                                |   | 11,452  |  |   |

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Stock

|                            |            |  |                         |       |   |              |       |   |
|----------------------------|------------|--|-------------------------|-------|---|--------------|-------|---|
| Class A<br>Common<br>Stock | 03/15/2019 |  | <u>S</u> <sup>(1)</sup> | 5,012 | D | \$<br>164.01 | 6,440 | D |
|----------------------------|------------|--|-------------------------|-------|---|--------------|-------|---|

|                            |  |  |  |  |  |  |         |   |                          |
|----------------------------|--|--|--|--|--|--|---------|---|--------------------------|
| Class A<br>Common<br>Stock |  |  |  |  |  |  | 251,612 | I | By<br>Revocable<br>Trust |
|----------------------------|--|--|--|--|--|--|---------|---|--------------------------|

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. Pr Deriv Secur (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>   | 03/15/2019                           |  | M                              | 2,500   | <u>(3)</u> <u>(3)</u>                                    | Class A Common Stock  | 2,500                              |
| Restricted Stock Units ("RSUs")            | <u>(2)</u>   | 03/15/2019                           |  | M                              | 952   | <u>(4)</u> <u>(4)</u>                                    | Class A Common Stock  | 952                                |
| Restricted Stock Units ("RSUs")            | <u>(2)</u>   | 03/15/2019                           |  | M                              | 5,000   | <u>(5)</u> <u>(5)</u>                                    | Class A Common Stock  | 5,000                              |
| Restricted Stock Units ("RSUs")            | <u>(2)</u>   | 03/15/2019                           |  | M                              | 2,500   | <u>(6)</u> <u>(6)</u>                                    | Class A Common Stock  | 2,500                              |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| Macri Edmond<br>C/O WAYFAIR INC., 4 COPLEY PLACE<br>BOSTON, MA 02116 |               |           | Chief Product/Marketing |       |

## Signatures

/s/ Enrique Colbert, Attorney-in-fact for Edmond  
Macri

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) 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.
  - (2) Each RSU represents a contingent right to receive one share of Class A Common Stock when vested.
  - (3) These RSUs vest upon the satisfaction of a service condition. The service condition is satisfied as to 20% of the shares on March 15, 2016 and as to an additional 5% of the shares for each 3-month period of continuous service thereafter.
  - (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.
  - (5) 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 March 15, 2017 and as to an additional 1/20th of the shares for every three months of continuous service thereafter.
  - (6) These RSUs vest upon the satisfaction of a service condition and an event condition and have no expiration date. The service condition is satisfied as to 1/5th of the shares on March 15, 2018 and as to an additional 1/20th of the shares for every three months of continuous service thereafter.

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.