Wayfair Inc. Form 4 September 03, 2015

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

OMB Number:

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

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

may continue. See Instruction

1(b).

Form 5

obligations

(Print or Type Responses)

OMB APPROVAL

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

1. Name and Address of Reporting Person * Oblak Steve			2. Issuer Name and Ticker or Trading Symbol Wayfair Inc. [W]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Choose an applicable)		
C/O WAYFAIR INC., 4 COPLEY PLACE, 7TH FL			(Month/Day/Year) 09/01/2015	Director 10% Owner _X_ Officer (give title Other (specify below) SVP and GM, Wayfair.com		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)		
BOSTON, MA 02116				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	onAcquired (A) or	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code Disposed of (D)		Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership
					Following	(Instr. 4)	(Instr. 4)
				(4)	Reported		
				(A)	Transaction(s)		
			C 1 W	or	(Instr. 3 and 4)		
			Code V	Amount (D) Price	ce in the second		

Class A Common

Stock

09/01/2015

 \mathbf{C} 1.067 A

(1)

82,258

D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)

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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. Transactio Code (Instr. 8)	nDerivative Expiration		6. Date Exer Expiration D (Month/Day)	ate	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")	(2)	09/01/2015		M		250	(3)	(3)	Class B Common Stock	250
Restricted Stock Units ("RSUs")	<u>(2)</u>	09/01/2015		M		834	<u>(4)</u>	<u>(4)</u>	Class B Common Stock	834
Restricted Stock Units ("RSUs")	(2)	09/01/2015		M		500	<u>(5)</u>	<u>(5)</u>	Class B Common Stock	500
Class B Common Stock	(1)	09/01/2015		M	1,584		<u>(1)</u>	<u>(1)</u>	Class A Common Stock	1,584
Class B Common Stock	<u>(1)</u>	09/01/2015		F		517	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	517
Class B Common Stock	<u>(1)</u>	09/01/2015		С		1,067	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	1,067

Reporting Owners

Reporting Owner Name / Address	Relationships					
r	Director	10% Owner	Officer	Other		
Oblak Steve C/O WAYFAIR INC., 4 COPLEY PLACE, 7TH FL BOSTON, MA 02116			SVP and GM, Wayfair.com			

Signatures

/s/ Enrique Colbert, Attorney-in-fact for Steve	
Oblak	09/03/2015
**Signature of Reporting Person	Date

Reporting Owners 2

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 (a) upon transfer thereof, subject to certain exceptions, (b) upon the date on which the outstanding shares of class B 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.
- (2) 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 satisfied as to 1/5th of the shares on August 1, 2012 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.
- 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 August 1, 2013 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.
- 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 1, 2015 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.