

Wayfair Inc.
Form 4
January 05, 2015

FORM 4

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

OMB APPROVAL

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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 *
Spark Capital III (AIV I), L.P.

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)
137 NEWBURY STREET, 8TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
12/31/2014

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

(Street)
BOSTON, MA 02116

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	12/31/2014		C		3,104,911	A	Ⓛ
Class A Common Stock	12/31/2014		C		30,730	A	Ⓛ

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

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SEC 1474 (9-02)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	(1)	12/31/2014		C	3,104,911	(1)	(1)	Class A Common Stock	3,104,911
Class B Common Stock	(1)	12/31/2014		C	30,730	(1)	(1)	Class A Common Stock	30,730

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Spark Capital III (AIV I), L.P. 137 NEWBURY STREET, 8TH FLOOR BOSTON, MA 02116		X		
Spark Capital Founders' Fund III, L.P. 137 NEWBURY STREET, 8TH FLOOR BOSTON, MA 02116		X		

Signatures

/s/ Paul Conway, Managing Member of the General Partner of Spark Capital III (AIV I), L.P. 01/05/2015
 **Signature of Reporting Person Date

/s/ Paul Conway, Managing Member of the General Partner of Spark Capital Founders' Fund III, L.P. 01/05/2015
 **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, which has no expiration date, is convertible at any time at the option of the holder into one share of Class A Common Stock. 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.
- (2) The reported securities are owned directly by Spark Capital III (AIV I), L.P. ("SCIII (AIV I)"). Spark Management Partners III (AIV I), LLC ("SMPIII (AIV I)") is the general partner of SCIII (AIV I). SMPIII (AIV I) may be deemed to beneficially own these shares, but

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disclaims beneficial ownership of these securities and this report shall not be deemed an admission that it is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of its pecuniary interest therein.

- (3) The reporting persons may be deemed to be part of a group with beneficial ownership of more than 10% of the Issuer's Class A Common Stock, which is a class of equity securities registered under Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), by virtue of the treatment of only the Class B Common Stock held by the reporting persons as being converted into Class A Common Stock for the purpose of computing the reporting persons' percentage ownership of Class A Common Stock. The filing of this Form 4 shall not be deemed an admission that the reporting persons are required to file reports pursuant to Section 16 of the Exchange Act.

- (4) The reported securities are owned directly by Spark Capital Founders' Fund III, L.P. ("SCFFIII"). Spark Management Partners III, LLC ("SMPIII") is the general partner of SCFFIII. SMPIII may be deemed to beneficially own these shares, but disclaims beneficial ownership of these securities and this report shall not be deemed an admission that it is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of its pecuniary interest therein.

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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