Wayfair Inc. Form 4 January 20, 2015

# FORM 4

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

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)

(Last)

(City)

1.Title of

Security

(Instr. 3)

1. Name and Address of Reporting Person \* Shah Nirai

(Zip)

Execution Date, if

(Month/Day/Year)

2. Transaction Date 2A. Deemed

(First) (Middle)

C/O WAYFAIR INC., 4 COPLEY PLACE, 7TH FLOOR

(Street)

BOSTON, MA 02116 (State)

(Month/Day/Year)

2. Issuer Name and Ticker or Trading Symbol

Wayfair Inc. [W]

3. Date of Earliest Transaction

(Month/Day/Year) 01/15/2015

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

(Instr. 3, 4 and 5) (Instr. 8)

Owned Following Reported (A) Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

Issuer

below)

Person

5. Amount of

Securities

Beneficially

\_X\_\_ Director

Applicable Line)

X\_ Officer (give title

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)

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

**OMB APPROVAL** 

3235-0287

January 31,

2005

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**OMB** 

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Chief Executive Officer

6. Ownership

Form: Direct

(D) or Indirect Beneficial

6. Individual or Joint/Group Filing(Check

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

X 10% Owner \_\_Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

Estimated average

burden hours per

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired Disposed (Instr. 3, 5)	d of (D)				
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units ("RSUs")	(1)	01/15/2015		M		2,500	(2)	11/12/2020	Class B Common Stock	2,500
Class B Common Stock	(3)	01/15/2015		M	2,500		(3)	(3)	Class A Common Stock	2,500
Class B Common Stock	(3)	01/15/2015		F		946	(3)	(3)	Class A Common Stock	946

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
<b></b>	Director	10% Owner	Officer	Other			
Shah Niraj C/O WAYFAIR INC. 4 COPLEY PLACE, 7TH FLOOR BOSTON, MA 02116	X	X	Chief Executive Officer				

# **Signatures**

/s/ Enrique Colbert, Attorney-in-Fact

01/20/2015 Date

\*\*Signature of Reporting Person

# **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 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. The service condition is satisfied as to 1/5th of the (2) shares on October 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.
  - 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
- (3) 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 662/3% 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.

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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