Wayfair Inc. Form 4 January 23, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or Form 5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Malone Nicholas Issuer Symbol Wayfair Inc. [W] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title _ Other (specify C/O WAYFAIR INC., 4 COPLEY 01/21/2015 below) PLACE, 7TH FLOOR Chief Administrative Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

BOSTON, MA 02116

| ially Owned |
|----------------|
| p 7. Nature of |
| t Indirect |
| Beneficial |
| Ownership |
| (Instr. 4) |
| |
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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.

Person

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. Transactic Code (Instr. 8) | Derivative | | 6. Date Exer Expiration D (Month/Day) | ate | 7. Title and Underlying 3 (Instr. 3 and | Securities | 8. D So (I |
|---|---|---|---|--|------------|-----|---|--------------------|---|--|---------------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Units ("RSUs") | (2) | 01/21/2015 | | M | | 697 | (3) | 08/03/2018 | Class B Common Stock | 697 | |
| Class B Common Stock | <u>(1)</u> | 01/21/2015 | | M | 697 | | <u>(1)</u> | <u>(1)</u> | Class A Common Stock | 697 | |
| Class B Common Stock | (1) | 01/21/2015 | | F | | 264 | <u>(1)</u> | <u>(1)</u> | Class A Common Stock | 264 | 9 |
| Class B Common Stock | <u>(1)</u> | 01/21/2015 | | C | | 433 | <u>(1)</u> | <u>(1)</u> | Class A Common Stock | 433 | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Malone Nicholas C/O WAYFAIR INC. 4 COPLEY PLACE, 7TH FLOOR BOSTON, MA 02116

Chief Administrative Officer

Signatures

/s/ Enrique Colbert,

Attorney-in-Fact 01/23/2015

**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 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

Reporting Owners 2

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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.

- (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. The service condition is satisfied as to 1/5th of the
- (3) shares on June 21, 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.

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.