Wayfair Inc. Form 4 October 09, 2014

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

Check this box subject to

if no longer 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 * Shah Niraj

(First) (Middle) (Last)

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

(Street)

BOSTON, MA 02116

2. Issuer Name and Ticker or Trading Symbol

Wayfair Inc. [W]

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

10/07/2014

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

_X__ Director X 10% Owner __Other (specify X_ Officer (give title below)

Chief Executive Officer

6. Individual or Joint/Group Filing(Check

Applicable Line)

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 Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) (Instr. 4)

Ownership (Instr. 4)

Transaction(s) (Instr. 3 and 4)

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 Security

Conversion or Exercise

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

any

4. 5. Number of TransactionDerivative Securities Code Acquired (A) or

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

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

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| (Instr. 3) | Price of Derivative Security | | (Month/Day/Year) | (Instr. 8) | | Disposed of (D) (Instr. 3, 4, and 5) | | | | | |
|-------------------------------------|------------------------------------|------------|------------------|------------|---|--------------------------------------|---------|---------------------|--------------------|--------------------------------|------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amou Numb Shares |
| Series A-2 Preferred Stock | (1) | 10/07/2014 | | С | | | 428,283 | <u>(1)</u> | <u>(1)</u> | Class B Common Stock (2) | 428,2 |
| Class B Common Stock | <u>(2)</u> | 10/07/2014 | | С | | 428,283 | | (2) | (2) | Class A Common Stock | 428,2 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|---|---------------|-----------|-------------------------|-------|--|--|--|--|
| reporting o made remove reactions | 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

10/09/2014 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 share of Series A-2 Preferred Stock, which has no expiration date, automatically converted into one share of Class B Common Stock upon the consummation of the issuer's initial public offering.
 - 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
- (2) 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.

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.

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