

Wayfair Inc.  
Form 4/A  
September 15, 2016

# 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 \*  
Malone Nicholas

(Last) (First) (Middle)

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

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Wayfair Inc. [W]

3. Date of Earliest Transaction (Month/Day/Year)  
06/15/2016

4. If Amendment, Date Original Filed (Month/Day/Year)  
09/09/2016

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Administrative Officer

6. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person  
 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price   |
| Class A Common Stock            | 12/02/2015 <sup>(1)</sup>            |  | G <sup>(2)</sup>               | V   | 133,957   | D  | \$ 0  |
|                                 |                                      |  |                                |   | 11,105 <sup>(3)</sup>   | D  |   |
| Class A Common Stock            | 12/02/2015 <sup>(1)</sup>            |  | G <sup>(2)</sup>               | V   | 133,957   | A  | \$ 0  |
|                                 |                                      |  |                                |   | 133,957   | I  |   |
| Class A Common Stock            | 06/15/2016 <sup>(1)</sup>            |  | S <sup>(4)</sup>               |   | 400   | D  | \$ 37.17  |
|                                 |                                      |  |                                |   | 133,557   | I  |   |
| Class A Common                  | 07/07/2016 <sup>(1)</sup>            |  | S <sup>(4)</sup>               |   | 400   | D  | \$ 40   |
|                                 |                                      |  |                                |   | 133,157   | I  |   |

By Revocable Trust  
By Revocable Trust  
By Revocable Trust

| Stock                      |                           |                  |       |   |             |                        |   | Trust                    |
|----------------------------|---------------------------|------------------|-------|---|-------------|------------------------|---|--------------------------|
| Class A<br>Common<br>Stock | 07/15/2016 <sup>(1)</sup> | S <sup>(4)</sup> | 400   | D | \$<br>39.17 | 132,757                | I | By<br>Revocable<br>Trust |
| Class A<br>Common<br>Stock | 08/01/2016 <sup>(1)</sup> | S <sup>(4)</sup> | 3,200 | D | \$ 45       | 129,557                | I | By<br>Revocable<br>Trust |
| Class A<br>Common<br>Stock | 08/08/2016 <sup>(1)</sup> | S <sup>(4)</sup> | 800   | D | \$<br>48.08 | 128,757                | I | By<br>Revocable<br>Trust |
| Class A<br>Common<br>Stock | 08/15/2016 <sup>(1)</sup> | S <sup>(4)</sup> | 400   | D | \$<br>39.06 | 128,357                | I | By<br>Revocable<br>Trust |
| Class A<br>Common<br>Stock | 09/07/2016                | S <sup>(4)</sup> | 400   | D | \$<br>40.28 | 127,957 <sup>(3)</sup> | I | By<br>Revocable<br>Trust |

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
|   |  |   |   |                                      |  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                      |
|   |  |   |   |                                      |  | Code   | V (A) (D)   |   |   |

## Reporting Owners

Reporting Owner Name / Address

**Relationships**

Director    10% Owner    Officer    Other  
Chief Administrative Officer

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

## Signatures

/s/ Enrique Colbert, Attorney-in-Fact for Nicholas  
Malone

09/15/2016

\_\_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) Notification of this transaction was not received until September 7, 2016 due to technical error.

(2) Represents a transfer to a revocable trust. The reporting person is the trustee of the revocable trust.

On September 9, 2016, a Form 4 was filed with an incorrect trust transfer amount and reporting a sale of 400 shares of common stock  
(3) from that trust that did not in fact occur. As of September 15, 2016, the reporting person directly owned 11,105 shares of Class A Common Stock and indirectly owned 127,957 by revocable trust.

(4) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

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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