Oblak Steve Form 4 March 16, 2018

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

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

obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **Oblak Steve** Issuer Symbol Wayfair Inc. [W] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify \_X\_\_ Officer (give title C/O WAYFAIR INC., 4 COPLEY 03/15/2018 below) below) PLACE, 7TH FL Chief Merchandising 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** Person

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative	Securi	ities Acqu	iired, Disposed of	f, or Beneficial	ly 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. Securit on(A) or Di (Instr. 3,	sposed 4 and 3 (A) or	of (D)	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)
Class A Common Stock	03/15/2018		C	834	(D)	( <u>1</u> )	129,224	D	
Class A Common Stock	03/15/2018		M	2,500	A	\$ 0	131,724	D	
Class A Common Stock	03/15/2018		M	243	A	\$ 0	131,967	D	
Class A Common	03/15/2018		M	5,000	A	\$ 0	136,967	D	

Stock

Class A Common Stock	03/15/2018	M	10,000	A	\$ 0	146,967	D
Class A Common Stock	03/15/2018	S(2)	8,645	D	\$ 83.44 (3)	138,322	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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
Restricted Stock Units ("RSUs")	<u>(4)</u>	03/15/2018		M			834	<u>(5)</u>	<u>(5)</u>	Class B Common Stock	834
Class B Common Stock	<u>(1)</u>	03/15/2018		M		834		<u>(1)</u>	<u>(1)</u>	Class A Common Stock	834
Class B Common Stock	(1)	03/15/2018		C			834	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	834
Restricted Stock Units ("RSUs")	<u>(6)</u>	03/15/2018		M			2,500	<u>(7)</u>	<u>(7)</u>	Class A Common Stock	2,500
Restricted Stock Units ("RSUs")	<u>(6)</u>	03/15/2018		M			243	<u>(8)</u>	<u>(8)</u>	Class A Common Stock	243
Restricted Stock	<u>(6)</u>	03/15/2018		M			5,000	<u>(9)</u>	(9)	Class A Common	5,000

#### Edgar Filing: Oblak Steve - Form 4

Units Stock ("RSUs") Restricted Class A Stock (10)(10)10,000 Common 10,000 <u>(6)</u> 03/15/2018 M Units Stock ("RSUs")

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Oblak Steve

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

Chief Merchandising Officer

**Signatures** 

/s/ Enrique Colbert, Attorney-in-fact for Steve Oblak

03/16/2018

\*\*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).

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

- (1) 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.
- Represents the number of shares required to be sold by the reporting person to cover tax withholding obligations in connection with the vesting of the RSUs listed in Table II and does not represent a discretionary trade by the reporting person.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$83.06 to \$83.85, inclusive. The reporting person undertakes to provide to Wayfair Inc., any security holder of Wayfair Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (4) 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 and have no expiration date. The service condition is satisfied as to 1/5th of the shares on March 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.
- (6) Each RSU represents a contingent right to receive one share of Class A Common Stock when vested.
- These RSUs vest upon the satisfaction of a service condition. The service condition is satisfied as to 20% of the shares on March 15, 2016 and as to an additional 5% of the shares for each 3-month period of continuous service thereafter.
- (8) These RSUs vest upon the satisfaction of a service condition and have no expiration date. The service condition is satisfied as to 1/5th of the shares on September 15, 2016 and as to an additional 1/20th of the shares for every three months of continuous service thereafter.
- (9) These RSUs vest upon the satisfaction of a service condition and have no expiration date. The service condition is satisfied as to 1/5th of the shares on March 15, 2017 and as to an additional 1/20th of the shares for every three months of continuous service thereafter.
- (10) These RSUs vest upon the satisfaction of a service condition and an event condition and have no expiration date. The service condition is satisfied as to 1/5th of the shares on March 15, 2018 and as to an additional 1/20th of the shares for every three months of continuous

Reporting Owners 3

#### Edgar Filing: Oblak Steve - Form 4

service thereafter.

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.