

Wayfair Inc.  
Form 3  
October 06, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Å Viking Global Equities LP		(Month/Day/Year)	Wayfair Inc. [W]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
55 RAILROAD AVENUE			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
GREENWICH, Å CT Å 06830			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below)	(specify below)
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input type="checkbox"/> Form filed by One Reporting Person	
			<input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date			
		Title	Amount or Number of Shares		

Class B Common Stock	␣ (1)	␣ (1)	Class A Common Stock	327,594	\$ 0	D (2) (3) (4)	␣
Class B Common Stock	␣ (1)	␣ (1)	Class A Common Stock	19,214	\$ 0	D (2) (3) (4)	␣

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Viking Global Equities LP 55 RAILROAD AVENUE GREENWICH, CT 06830	␣	␣ X	␣	␣
Viking Global Equities II LP 55 RAILROAD AVENUE GREENWICH, CT 06830	␣	␣ X	␣	␣

## Signatures

/s/ O. ANDREAS HALVORSEN, as authorized signatory of VIKING GLOBAL PERFORMANCE LLC for and on behalf of VIKING GLOBAL EQUITIES LP and VIKING GLOBAL EQUITIES II LP (5)

10/06/2014

␣Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) Pursuant to the Restated Certificate of Incorporation of the Issuer, each share of Class B common stock is immediately convertible into shares of Class A common stock of the Issuer on a one-for-one basis. These securities have no expiration date.  
The shares reported on this form represent a subset of the 1,270,986 shares of Class B common stock previously reported on the Form 3 of Viking Global Investors LP ("VGI") filed with the Securities and Exchange Commission on October 2, 2014. Viking Global Equities LP ("VGE") and Viking Global Equities II LP ("VGE II") were not listed as "Reporting Persons" thereon because, at that time, they did not have the necessary filing codes.
- (2) As of October 1, 2014, VGE and VGE II directly held 327,594 and 19,214 shares of Class B common stock, respectively. Additionally, each of Viking Global Performance LLC ("VGP"), O. Andreas Halvorsen, David C. Ott, Thomas W. Purcell, Jr. and Daniel S. Sundheim may be deemed to have been beneficial owners of shares reported on this form, but do not yet have the necessary filing codes to be included as a "Reporting Person". These entities and individuals are in the process of applying for the necessary filing codes and will file as "Reporting Persons" as soon as such codes have been obtained.
- (3) The Reporting Persons disclaim beneficial ownership of these securities except to the extent of their pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purpose.

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### Remarks:

(5)␣ The␣ Reporting␣ Persons␣ are␣ jointly␣ filing␣ this␣ Form␣ 3␣ pursuant␣ to␣ Rule␣ 16a-3(j)␣ under␣ the␣ Exchange Act.

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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