

Wayfair Inc.
Form 4
September 09, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Administrative 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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Class A Common Stock | 12/02/2015 ⁽¹⁾ | | G ⁽²⁾ | V | 134,357 | D | \$ 0 10,705 D |
| Class A Common Stock | 12/02/2015 ⁽¹⁾ | | G ⁽²⁾ | V | 134,357 | A | \$ 0 134,357 I By Revocable Trust |
| Class A Common Stock | 06/15/2016 ⁽¹⁾ | | S ⁽³⁾ | D | 400 | D | \$ 37.17 133,957 I By Revocable Trust |
| Class A Common | 06/20/2016 ⁽¹⁾ | | S ⁽³⁾ | D | 400 | D | \$ 37.17 133,557 I By Revocable |

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| Stock | | | | | | | | Trust |
|----------------------------|---------------------------|------------------|-------|---|-------------|---------|---|--------------------------|
| Class A Common Stock | 07/07/2016 ⁽¹⁾ | S ⁽³⁾ | 400 | D | \$ 40 | 133,157 | I | By Revocable Trust |
| Class A Common Stock | 07/15/2016 ⁽¹⁾ | S ⁽³⁾ | 400 | D | \$ 39.17 | 132,757 | I | By Revocable Trust |
| Class A Common Stock | 08/01/2016 ⁽¹⁾ | S ⁽³⁾ | 3,200 | D | \$ 45 | 129,557 | I | By Revocable Trust |
| Class A Common Stock | 08/08/2016 ⁽¹⁾ | S ⁽³⁾ | 800 | D | \$ 48.08 | 128,757 | I | By Revocable Trust |
| Class A Common Stock | 08/15/2016 ⁽¹⁾ | S ⁽³⁾ | 400 | D | \$ 39.06 | 128,357 | I | By Revocable Trust |
| Class A Common Stock | 09/07/2016 | S ⁽³⁾ | 400 | D | \$ 40.28 | 127,957 | I | By Revocable Trust |

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)

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

| 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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities 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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Benef Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Malone Nicholas C/O WAYFAIR INC., 4 COPLEY PLACE, 7TH FL BOSTON, MA 02116 | | | Chief Administrative Officer | |

Signatures

/s/ Enrique Colbert, Attorney-in-Fact for Nicholas
Malone 09/09/2016

 **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.
- (3) 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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