

Wayfair Inc.  
Form 4  
February 29, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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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 \*  
HarbourVest Partners VIII-Venture Fund L.P.

(Last) (First) (Middle)

C/O HARBOURVEST PARTNERS LLC, ONE FINANCIAL CENTER, 44TH FLOOR

(Street)

BOSTON, MA 02110

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
02/25/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_X\_\_\_ Other (specify below)  
See Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_ Form filed by One Reporting Person  
\_X\_ 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)<br>Code V Amount (D) Price                             |   |  |                                   |
| Class A Common Stock            | 02/25/2016                           |  | J <sup>(2)</sup>               | 50,482 A <u>(2)</u>   | 1,168,519   | D <sup>(1)</sup>   |                                   |

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)**

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| 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. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |             |
|---|---------------|-----------|---------|-------------|
|   | Director      | 10% Owner | Officer | Other       |
| HarbourVest Partners VIII-Venture Fund L.P.<br>C/O HARBOURVEST PARTNERS LLC<br>ONE FINANCIAL CENTER, 44TH FLOOR<br>BOSTON, MA 02110       |               |           |         | See Remarks |
| HARBOURVEST PARTNERS LLC<br>C/O HARBOURVEST PARTNERS LLC<br>ONE FINANCIAL CENTER, 44TH FLOOR<br>BOSTON, MA 02110                          |               |           |         | See Remarks |
| HARBOURVEST PARTNERS VIII-VENTURE ASSOCIATES L.P.<br>C/O HARBOURVEST PARTNERS LLC<br>ONE FINANCIAL CENTER, 44TH FLOOR<br>BOSTON, MA 02110 |               |           |         | See Remarks |
| HARBOURVEST PARTNERS VIII-VENTURE ASSOCIATES LLC<br>C/O HARBOURVEST PARTNERS LLC<br>ONE FINANCIAL CENTER, 44TH FLOOR<br>BOSTON, MA 02110  |               |           |         | See Remarks |

## Signatures

|   |            |
|---|------------|
| HarbourVest Partners VIII-Venture Fund, L.P., By: HarbourVest VIII-Venture Associates L.P., its GP; By: HarbourVest VIII-Venture Associates LLC, its GP; By: HarbourVest Partners, LLC, its Managing Member; By: /s/ Danielle Green, Chief Compliance Officer | 02/29/2016 |
| __Signature of Reporting Person   | Date       |
| HarbourVest VIII-Venture Associates L.P., its GP; By: HarbourVest VIII-Venture Associates LLC, its GP; By: HarbourVest Partners, LLC, its Managing Member; By: /s/ Danielle Green, Chief Compliance Officer   | 02/29/2016 |
| __Signature of Reporting Person   | Date       |

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HarbourVest VIII-Venture Associates LLC, its GP; By: HarbourVest Partners, LLC, its  
Managing Member; By: /s/ Danielle Green, Chief Compliance Officer

02/29/2016

\_\_Signature of Reporting Person

Date

HarbourVest Partners, LLC; By: /s/ Danielle Green, Chief Compliance Officer

02/29/2016

\_\_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).  
  
These securities are owned solely by HarbourVest Partners VIII-Venture Fund, L.P. ("HV Ventures"). HarbourVest Partners, LLC is the managing member of HarbourVest VIII-Venture Associates LLC, which is the general partner of HarbourVest VIII-Venture Associates L.P., which is the general partner of HV Ventures. Each of HarbourVest Partners, LLC, HarbourVest VIII-Venture Associates LLC and HarbourVest VIII-Venture Associates L.P. may be deemed to have a beneficial interest in the securities held by HV Ventures and each disclaims beneficial ownership of the securities held by HV Ventures, except to the extent of its pecuniary interest which is subject to indeterminable future events.
- (1)
- (2) Shares received from Spark Capital III L.P. in-kind stock distribution on 2/23/16.

### Remarks:

The reporting persons beneficially own less than 10% of the Issuer's Class A Common Stock, which is the class of equity security

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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