

Wayfair Inc.
Form 4
October 09, 2014

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Oblak Steve

(Last) (First) (Middle)

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

(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)
10/07/2014

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 ____ Other (specify
below) below)

SVP and GM, Wayfair.com

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)
			Code	V	Amount	(A) or (D)	Price		
Class A Common Stock <u>(1)</u>	10/07/2014		C		35,821	A	<u>(2)</u>	35,821	D
Class A Common Stock	10/07/2014		A		31,517	A	<u>(2)</u>	67,338	D

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

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(9-02)

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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Class B Common Stock	(2)	10/07/2014		C	35,821	(1) (1)	Class A Common Stock 35,821
Restricted Stock Units ("RSUs")	(3)	10/07/2014		M	5,436	(4) 08/03/2018	Class B Common Stock (2) 5,436
Restricted Stock Units ("RSUs")	(3)	10/07/2014		M	9,499	(5) 10/18/2018	Class B Common Stock (2) 9,499
Restricted Stock Units ("RSUs")	(3)	10/07/2014		M	21,666	(6) 11/02/2019	Class B Common Stock (2) 21,666
Restricted Stock Units ("RSUs")	(3)	10/07/2014		M	14,999	(7) 05/14/2020	Class B Common Stock 14,999
Class B Common Stock	(2)	10/07/2014		M	51,600	(2) (2)	Class A Common Stock 51,600
Class B Common Stock	(2)	10/07/2014		F	20,083	(2) (2)	Class A Common Stock 20,083
Class B Common Stock	(2)	10/07/2014		C	31,517	(2) (2)	Class A Common Stock 31,517

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Oblak Steve
C/O WAYFAIR INC.
4 COPLEY PLACE, 7TH FLOOR
BOSTON, MA 02116

SVP and GM, Wayfair.com

Signatures

/s/ Enrique Colbert,
Attorney-in-Fact

10/09/2014

__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) These shares are restricted stock and subject to forfeiture in the event such shares remain unvested upon the end of the holder's continuous service. The shares vest as to 1/5th of the shares on March 15, 2011 and as to an additional 1/60th of the shares for each month of continuous service thereafter.

(2) 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 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.

(3) Each RSU represents a contingent right to receive one share of Class B Common Stock when vested.

(4) These RSUs vest upon the satisfaction of a service condition and an event condition. The service condition is satisfied as to 1/5th of the shares on June 21, 2012 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.

(5) These RSUs vest upon the satisfaction of a service condition and an event condition. The service condition is satisfied as to 1/5th of the shares on August 1, 2012 and as to an additional 1/60th of the shares for each month of continuous service thereafter. The event condition will be satisfied on the closing of the issuer's initial public offering of Class A Common Stock.

(6) These RSUs vest upon the satisfaction of a service condition and an event condition. The service condition is satisfied as to 1/5th of the shares on August 1, 2013 and as to an additional 1/60th of the shares for each month of continuous service thereafter. The event condition will be satisfied on the closing of the issuer's initial public offering of Class A Common Stock.

(7) These RSUs vest upon the satisfaction of a service condition and an event condition. 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.

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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