

Mulliken John Champlin
Form 4
December 18, 2017

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

OMB APPROVAL

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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 *
Mulliken John Champlin

(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)
12/14/2017

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) Other (specify below)

Chief Technology Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 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	12/14/2017		S ⁽¹⁾		700 D 75.77 ⁽²⁾	D	
Class A Common Stock	12/15/2017		C		2,000 A 53,384	D	
Class A Common Stock	12/15/2017		M		2,500 A \$ 0 55,884	D	
Class A Common	12/15/2017		M		451 A \$ 0 56,335	D	

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Stock									
Class A Common Stock	12/15/2017		M	5,000	A	\$ 0	61,335	D	
Class A Common Stock	12/15/2017		S ⁽⁴⁾	4,809	D	\$ 76.4 <u>(5)</u>	56,526	D	
Class A Common Stock							131,365	I	By Revocable Trust

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

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(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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Restricted Stock Units ("RSUs")	<u>(6)</u>	12/15/2017		M		<u>(7)</u>	<u>(7)</u>	Class B Common Stock	2,000
Class B Common Stock	<u>(3)</u>	12/15/2017		M	2,000	<u>(3)</u>	<u>(3)</u>	Class A Common Stock	2,000
Class B Common Stock	<u>(3)</u>	12/15/2017		C	2,000	<u>(3)</u>	<u>(3)</u>	Class A Common Stock	2,000
Restricted Stock Units ("RSUs")	<u>(8)</u>	12/15/2017		M	2,500	<u>(9)</u>	<u>(9)</u>	Class A Common Stock	2,500
Restricted Stock	<u>(8)</u>	12/15/2017		M	451	<u>(10)</u>	<u>(10)</u>	Class A Common	451

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- (10) 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.
- (11) 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.

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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