Wayfair Inc. Form 4 May 19, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Conine Steven Issuer Symbol Wayfair Inc. [W] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director _X__ 10% Owner X_ Officer (give title __ Other (specify C/O WAYFAIR INC., 4 COPLEY 05/17/2016 below) PLACE, 7TH FL Co-Founder (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting **BOSTON, MA 02116** Person

| (City) | (State) | (Zip) Tabl | le I - Non-I | Derivative | Secur | ities Acqu | uired, Disposed of | f, or Beneficial | ly Owned |
|--------------------------------------|---|---|--|-----------------------------------|--------------------------------|--------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transactic Code (Instr. 8) | 4. Securit on(A) or Di (Instr. 3, | sposed 4 and : (A) or | d of (D) | 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) |
| Class A Common Stock | 05/17/2016 | | C | 46,000 | A | (1) | 46,000 | D | |
| Class A Common Stock | 05/17/2016 | | S(2) | 3,700 | D | \$ 40.14 (3) | 42,300 | D | |
| Class A Common Stock | 05/18/2016 | | S(2) | 8,300 | D | \$ 40 (4) | 34,000 | D | |

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)

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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. Transacti Code (Instr. 8) | orDerivative Securities | | Derivative Expiration Date Gecurities (Month/Day/Year) Acquired (A) or Disposed of D) Instr. 3, 4, | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 3 (|
|---|---|---|---|---------------------------------------|----------------------------|--------|--|--------------------|---|-------------------------------------|-----|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Class B Common Stock | <u>(1)</u> | 05/17/2016 | | C | | 46,000 | <u>(1)</u> | <u>(1)</u> | Class A Common Stock | 46,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|---|---------------|-----------|------------|-------|--|--|
| | Director | 10% Owner | Officer | Other | | |
| Conine Steven C/O WAYFAIR INC., 4 COPLEY PLACE, 7TH FL BOSTON, MA 02116 | X | X | Co-Founder | | | |

Signatures

/s/ Enrique Colbert, Attorney-in-Fact for Steven Conine

05/19/2016

**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).

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

- (1) 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.
- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 25, 2014.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$40.00 to \$40.63, inclusive. The reporting person undertakes to provide to Wayfair Inc., any security holder of Wayfair Inc., or the staff of the

Reporting Owners 2

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Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$40.00 to \$40.03, inclusive. The reporting person undertakes to provide to Wayfair Inc., any security holder of Wayfair Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.