

Wayfair Inc.
Form 4
August 31, 2016

FORM 4

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

OMB APPROVAL

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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 *
GREAT HILL EQUITY PARTNERS IV LP

(Last) (First) (Middle)

ONE LIBERTY SQUARE

(Street)

BOSTON, MA 02109

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/29/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Class A Common Stock | 08/29/2016 | | S | | 816 | D | \$ 38.1 (1) 18,655 D (2) (3) |
| Class A Common Stock | 08/29/2016 | | S | | 298,645 | D | \$ 38.1 (4) 6,840,531 D (3) (5) |
| Class A Common Stock | 08/29/2016 | | S | | 539 | D | \$ 38.7 (6) 6,839,992 D (3) (5) |
| Class A Common Stock | 08/30/2016 | | S | | 544 | D | \$ 38.43 (7) 18,111 D (2) (3) |

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Class A
Common Stock 08/30/2016 S 199,456 D 38.43 6,640,536 D (3) (5)
(8)

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

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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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GREAT HILL EQUITY PARTNERS IV LP ONE LIBERTY SQUARE BOSTON, MA 02109 | | X | | |
| GREAT HILL INVESTORS LLC ONE LIBERTY SQUARE BOSTON, MA 02109 | | X | | |
| GHP IV, LLC ONE LIBERTY SQUARE BOSTON, MA 02109 | | X | | |
| Great Hill Partners GP IV, L.P. ONE LIBERTY SQUARE BOSTON, MA 02109 | | X | | |
| GAFFNEY CHRISTOPHER S ONE LIBERTY SQUARE BOSTON, MA 02109 | | X | | |

| | | |
|--|---|---|
| HAYES JOHN G ONE LIBERTY SQUARE BOSTON, MA 02109 | | X |
| Kumin Michael Andrew ONE LIBERTY SQUARE BOSTON, MA 02109 | X | X |
| Taber Mark D. ONE LIBERTY SQUARE BOSTON, MA 02109 | | X |
| Vettel Matthew T ONE LIBERTY SQUARE BOSTON, MA 02109 | | X |

Signatures

| | | |
|--|--|------------|
| /s/ Laurie T. Gerber, as attorney-in-fact of Great Hill Equity Partners IV, L.P. | | 08/31/2016 |
| __Signature of Reporting Person | | Date |
| /s/ Laurie T. Gerber, as attorney-in-fact of Great Hill Investors, LLC | | 08/31/2016 |
| __Signature of Reporting Person | | Date |
| /s/ Laurie T. Gerber, as attorney-in-fact of GHP IV, LLC | | 08/31/2016 |
| __Signature of Reporting Person | | Date |
| /s/ Laurie T. Gerber, as attorney-in-fact of Great Hill Partners GP IV, L.P. | | 08/31/2016 |
| __Signature of Reporting Person | | Date |
| /s/ Laurie T. Gerber, as attorney-in-fact for Christopher S. Gaffney | | 08/31/2016 |
| __Signature of Reporting Person | | Date |
| /s/ Laurie T. Gerber, as attorney-in-fact for John G. Hayes | | 08/31/2016 |
| __Signature of Reporting Person | | Date |
| /s/ Laurie T. Gerber, as attorney-in-fact for Michael A. Kumin | | 08/31/2016 |
| __Signature of Reporting Person | | Date |
| /s/ Laurie T. Gerber, as attorney-in-fact for Mark D. Taber | | 08/31/2016 |
| __Signature of Reporting Person | | Date |
| /s/ Laurie T. Gerber, as attorney-in-fact for Matthew T. Vettel | | 08/31/2016 |
| __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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$37.62 to \$38.42, 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.

(2)

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These securities are owned by Great Hill Investors, LLC. Great Hill Investors, LLC is controlled by Christopher S. Gaffney, John G. Hayes, Michael A. Kumin, Mark D. Taber and Matthew T. Vettel and, as such, they may be deemed to indirectly beneficially own the shares beneficially owned by Great Hill Investors, LLC. Each of Messrs. Gaffney, Hayes, Kumin, Taber and Vettel disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

- (3) This report is filed jointly by Great Hill Investors, LLC, Great Hill Equity Partners IV, L.P., GHP IV, LLC, Great Hill Partners GP IV, L.P., Christopher S. Gaffney, John G. Hayes, Michael A. Kumin, Mark D. Taber and Matthew T. Vettel.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$37.58 to \$38.55, 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.

- (4) These securities are owned by Great Hill Equity Partners IV, L.P. Great Hill Partners GP IV, L.P. is the sole general partner of Great Hill Equity Partners IV, L.P. and GHP IV, LLC is the sole general partner of Great Hill Partners GP IV, L.P. GHP IV, LLC is controlled by Christopher S. Gaffney, John G. Hayes, Michael A. Kumin, Mark D. Taber and Matthew T. Vettel and, as such, they may be deemed to indirectly beneficially own the shares beneficially owned by Great Hill Equity Partners IV, L.P. Each of Messrs. Gaffney, Hayes, Kumin, Taber and Vettel disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$38.60 to \$38.75, 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.

- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$38.25 to \$38.60, 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.

- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$38.25 to \$38.66, 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.

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