

Wayfair Inc.  
Form 4  
March 17, 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 \*  
Macri Edmond

(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)  
03/15/2016

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)  Other (specify below)  
Chief Product / Marketing 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Class A Common Stock            | 03/15/2016                           |  | C                              |   | 8,106   | A  | 11                                |
| Class A Common Stock            | 03/15/2016                           |  | S <sup>(2)</sup>               |   | 500   | D  | \$ 42.51                          |

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

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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. 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Share                               |
| Restricted Stock Units ("RSUs")            | (3)  | 03/15/2016                           |  | M                              | 2,000   | (4) (4)  | Class B Common Stock 2,000                                    |
| Restricted Stock Units ("RSUs")            | (3)  | 03/15/2016                           |  | M                              | 10,000  | (5) (5)  | Class B Common Stock 10,000                                   |
| Class B Common Stock                       | (1)  | 03/15/2016                           |  | M                              | 12,000  | (1) (1)  | Class A Common Stock 12,000                                   |
| Class B Common Stock                       | (1)  | 03/15/2016                           |  | F                              | 3,894   | (1) (1)  | Class A Common Stock 3,894                                    |
| Class B Common Stock                       | (1)  | 03/15/2016                           |  | C                              | 8,106   | (1) (1)  | Class A Common Stock 8,106                                    |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |               |                   |
|--|---------------|-----------|---------------|-------------------|
|  | Director      | 10% Owner | Officer       | Other             |
| Macri Edmond<br>C/O WAYFAIR INC., 4 COPLEY PLACE, 7TH FL<br>BOSTON, MA 02116 |               |           | Chief Product | Marketing Officer |

## Signatures

/s/ Enrique Colbert, Attorney-in-fact for Edmond Macri

03/17/2016

\_\_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).

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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.

- (1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 19, 2014.
- (2) Each RSU represents a contingent right to receive one share of Class B Common Stock when vested.
- (3) These RSUs vest upon the satisfaction of a service condition and an event condition and have no expiration date. 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.
- (4) These RSUs vest upon the satisfaction of a service condition and have no expiration date. The service condition is satisfied as to 20% of the shares on March 15, 2016 and as to an additional 5% of the shares for each 3-month period of continuous service thereafter.
- (5)

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.