

Wayfair Inc.  
Form 4  
September 09, 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 \*  
Malone Nicholas

(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)  
06/15/2016

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 Administrative 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	(D)	Price
Class A Common Stock	12/02/2015 <sup>(1)</sup>		G <sup>(2)</sup>	V	134,357	D	\$ 0
					10,705	D	
Class A Common Stock	12/02/2015 <sup>(1)</sup>		G <sup>(2)</sup>	V	134,357	A	\$ 0
					134,357	I	
Class A Common Stock	06/15/2016 <sup>(1)</sup>		S <sup>(3)</sup>	D	400	D	\$ 37.17
					133,957	I	
Class A Common	06/20/2016 <sup>(1)</sup>		S <sup>(3)</sup>	D	400	D	\$ 37.17
					133,557	I	

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Stock								Trust
Class A Common Stock	07/07/2016 <sup>(1)</sup>	S <sup>(3)</sup>	400	D	\$ 40	133,157	I	By Revocable Trust
Class A Common Stock	07/15/2016 <sup>(1)</sup>	S <sup>(3)</sup>	400	D	\$ 39.17	132,757	I	By Revocable Trust
Class A Common Stock	08/01/2016 <sup>(1)</sup>	S <sup>(3)</sup>	3,200	D	\$ 45	129,557	I	By Revocable Trust
Class A Common Stock	08/08/2016 <sup>(1)</sup>	S <sup>(3)</sup>	800	D	\$ 48.08	128,757	I	By Revocable Trust
Class A Common Stock	08/15/2016 <sup>(1)</sup>	S <sup>(3)</sup>	400	D	\$ 39.06	128,357	I	By Revocable Trust
Class A Common Stock	09/07/2016	S <sup>(3)</sup>	400	D	\$ 40.28	127,957	I	By Revocable Trust

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.**

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	<b>Relationships</b>			
	Director	10% Owner	Officer	Other
Malone Nicholas C/O WAYFAIR INC., 4 COPLEY PLACE, 7TH FL BOSTON, MA 02116			Chief Administrative Officer	

## Signatures

/s/ Enrique Colbert, Attorney-in-Fact for Nicholas  
Malone

09/09/2016

        \*\*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) Notification of this transaction was not received until September 7, 2016 due to technical error.

(2) Represents a transfer to a revocable trust. The reporting person is the trustee of the revocable trust.

(3) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

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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