

Wayfair Inc.  
Form 4  
March 16, 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 \*  
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)  
03/15/2017

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 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	(A) or (D)	Price
Class A Common Stock	03/15/2017		C		2,500	A	6,381
Class A Common Stock	03/15/2017		M		452	A	\$ 0 6,833
Class A Common Stock	03/15/2017		M		15,000	A	\$ 0 21,833
Class A Common	03/15/2017		S <sup>(2)</sup>		6,057	D	\$ 15,776 36.48

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Stock					<u>(3)</u>				
Class A					\$				By
Common	03/15/2017		S <u>(4)</u>	1,000	D	36.67	117,989	I	Revocable
Stock					<u>(5)</u>				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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units ("RSUs")	<u>(6)</u>	03/15/2017		M		1,250		<u>(7)</u>	<u>(7)</u>	Class B Common Stock	1,250
Restricted Stock Units ("RSUs")	<u>(6)</u>	03/15/2017		M		1,250		<u>(8)</u>	<u>(8)</u>	Class B Common Stock	1,250
Class B Common Stock	<u>(1)</u>	03/15/2017		M		2,500		<u>(1)</u>	<u>(1)</u>	Class A Common Stock	2,500
Class B Common Stock	<u>(1)</u>	03/15/2017		C		2,500		<u>(1)</u>	<u>(1)</u>	Class A Common Stock	2,500
Restricted Stock Units ("RSUs")	<u>(9)</u>	03/15/2017		M		452		<u>(10)</u>	<u>(10)</u>	Class A Common Stock	452
Restricted Stock Units ("RSUs")	<u>(9)</u>	03/15/2017		M		15,000		<u>(11)</u>	<u>(11)</u>	Class A Common Stock	15,000

