

Wayfair Inc.  
Form SC 13G/A  
February 14, 2019

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 13G  
Under the Securities Exchange Act of 1934  
(Amendment No. 4)

Wayfair Inc.  
(Name of Issuer)

Class A Common Stock  
(Title of Class of Securities)

94419L101  
(CUSIP Number)  
December 31, 2018  
(Date of Event which Requires filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAMES OF  
 REPORTING  
 PERSONS  
  
 Niraj Shah  
  
 2 CHECK  
 THE  
 APPROPRIATE  
 BOX  
 IF (a) ☐  
 A (b) ☐  
 MEMBER  
 OF  
 A  
 GROUP  
 3 SEC USE ONLY  
 CITIZEN OR  
 PLACE OF  
 ORGANIZATION  
 4  
 United States of  
 America  
  
 5 SOLE  
 VOTING  
 POWER  
  
 12,708,324  
 NUMBER OF  
 SHARES  
 6 SHARED  
 VOTING  
 POWER  
 BENEFICIALLY  
 OWNED  
 0  
 BY  
 EACH  
 REPORTING  
 PERSON  
 WITH  
 12,708,324  
  
 8 SHARED  
 DISPOSITIVE  
 POWER  
  
 0  
 9 AGGREGATE  
 AMOUNT  
 BENEFICIALLY

OWNED BY  
EACH  
REPORTING  
PERSON

12,708,324  
CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (9)

10 EXCLUDES  
CERTAIN  
SHARES

Not Applicable  
PERCENT OF  
CLASS  
REPRESENTED

11 BY AMOUNT IN  
ROW 9

17.0%  
TYPE OF  
REPORTING

12 PERSON

IN

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ITEM 1. (a) Name of Issuer:

Wayfair Inc. (the "Issuer")

(b) Address of Issuer's Principal Executive Offices:

4 Copley Place

Boston, MA 02116

ITEM 2. (a) Name of Person Filing:

Niraj Shah (the "Reporting Person")

(b) Address or Principal Business Office:

4 Copley Place

Boston, MA 02116

(c) Citizenship:

U.S. citizen

(d) Title of Class of Securities:

Class A Common Stock, \$0.001 par value per share, of Wayfair Inc.

(e) CUSIP Number:

94419L101

ITEM 3.

Not applicable.

ITEM 4. Ownership

(a) Amount beneficially owned:

The amount beneficially owned by the reporting person includes: (i) 75,980 shares of Class A common stock, (ii) 12,154,344 shares of Class B common stock, and (iii) 478,000 shares of Class A common stock held by the Shah Charitable Foundation, of which the reporting person's spouse is President.

Each share of Class B common stock is convertible at any time at the option of the Reporting Person into one share of Class A common stock. 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

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outstanding Class A common stock and Class B common stock, or (c) in the event that holders of at least 66<sup>2/3</sup>% 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.

(b) Percent of Class:

17.0%

The ownership percentage above is based on an aggregate of 74,484,045 shares of Class A common stock outstanding, consisting of (i) 62,329,701 shares of Class A common stock outstanding as of December 31, 2018, and (ii) 12,154,344 shares of Class A common stock issuable upon conversion on a one-for-one basis of 12,154,344 shares of Class B common stock owned by the reporting person.

(c) Number of shares as to which such person has:

|                                                              |            |
|--------------------------------------------------------------|------------|
| (i) sole power to vote or to direct the vote                 | 12,708,324 |
| (ii) shared power to vote or to direct the vote              | 0          |
| (iii) sole power to dispose or to direct the disposition of  | 12,708,324 |
| (iv) shared power to dispose or to direct the disposition of | 0          |

ITEM 5. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

ITEM Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the

6. Parent Holding Company

Not applicable.

ITEM 7. Identification and Classification of Members of the Group

Not applicable.

ITEM 8. Notice of Dissolution of Group

Not applicable.

ITEM 9. Certification

Not applicable.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2019

By: /s/ Niraj Shah

Name: Niraj Shah