

Wayfair Inc.
Form 4
October 09, 2014

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 *
Finkelstein Alex

(Last) (First) (Middle)

C/O WAYFAIR INC., 4 COPLEY PLACE, 7TH FLOOR

(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)
10/07/2014

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)

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 Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|-------|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | (D) | Price |

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

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SEC 1474 (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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) Code | (Instr. 3, 4, and 5) V (A) (D) | Date Exercisable | Expiration Date | Title | A N S |
|----------------------------|------------------------------|------------------|-----------------|--------------------------------|------------------|-----------------|--------------------------|-------|
| Series A-1 Preferred Stock | (1) | 10/07/2014 | C | | 2,650,535 | (1) | Class B Common Stock (2) | 2 |
| Series A-1 Preferred Stock | (1) | 10/07/2014 | C | | 26,232 | (1) | Class B Common Stock (2) | |
| Series A-2 Preferred Stock | (1) | 10/07/2014 | C | | 454,376 | (1) | Class B Common Stock (2) | |
| Series A-2 Preferred Stock | (1) | 10/07/2014 | C | | 4,498 | (1) | Class B Common Stock (2) | |
| Class B Common Stock | (1) | 10/07/2014 | C | 2,650,535 | | (2) | Class A Common Stock | 2 |
| Class B Common Stock | (1) | 10/07/2014 | C | 26,232 | | (2) | Class A Common Stock | |
| Class B Common Stock | (1) | 10/07/2014 | C | 454,376 | | (2) | Class A Common Stock | |
| Class B Common Stock | (1) | 10/07/2014 | C | 4,498 | | (2) | Class A Common Stock | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Finkelstein Alex C/O WAYFAIR INC. 4 COPLEY PLACE, 7TH FLOOR BOSTON, MA 02116 | X | X | | |

Signatures

/s/ Enrique Colbert,
Attorney-in-Fact

10/09/2014

__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) Each share of Series A-1 Preferred Stock and Series A-2 Preferred Stock, each of which has no expiration date, automatically converted into one share of Class B Common Stock upon the consummation of the issuer's initial public offering.

Each share of Class B Common Stock, which has no expiration date, is convertible at any time at the option of the holder 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

- (2) 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.

The reported securities are owned directly by Spark Capital III (AIV I), L.P. ("SCIII (AIV I)"). Spark Management Partners III (AIV I), LLC ("SMPIII (AIV I)") is the general partner of SCIII (AIV I). Alex Finkelstein ("Finkelstein") is a managing member of SMPIII (AIV

- (3) I). Finkelstein may be deemed to beneficially own these shares, but disclaims beneficial ownership of these securities and this report shall not be deemed an admission that he is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of his pecuniary interest therein.

The reported securities are owned directly by Spark Capital Founders' Fund III, L.P. ("SCFFIII") Spark Management Partners III, LLC ("SMPIII") is the general partner of SCFFIII. Finkelstein is a managing member of SMPIII. Finkelstein may be deemed to beneficially

- (4) own these shares, but disclaims beneficial ownership of these securities and this report shall not be deemed an admission that he is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of his pecuniary interest therein.

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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