Edgar Filing: Wayfair Inc. - Form 4

Wayfair Inc

Wayfair Inc. Form 4										
October 17, 2 FORM	Л	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 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 20(b) of the Investment Company Act of 1040						OMB	Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response 0.5	
Check thi if no long subject to Section 10 Form 4 of Form 5 obligation may conti <i>See</i> Instru 1(b).	er STATEM 5. Filed pur ¹⁵ Section 17(a							Expires: Estimated burden hou response		
(Print or Type R	esponses)									
1. Name and Address of Reporting Person <u>*</u> Savarese James			2. Issuer Name and Ticker or Trading Symbol Wayfair Inc. [W]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (N	•	e of Earliest Ti				(Cheo	ck all applicabl	e)	
C/O WAYF. PLACE, 7TI	AIR INC., 4 COF H FLOOR		h/Day/Year) 5/2014				Director X_Officer (give below) Chief		% Owner er (specify cer	
			4. If Amendment, Date Original Filed(Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
BOSTON, N	IA 02116						Person	More than One R	eporting	
(City)	(State)	(Zip) T	able I - Non-I	Derivative S	Securi	ties Ac	quired, Disposed o	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code ar) (Instr. 8)		l (A) c l of (D 4 and (A) or)) 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)	
Class A Common Stock	10/15/2014		C	7 Amount 1,321	(D) A	Price (<u>1</u>)	690,153	D		

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: Wayfair Inc. - Form 4

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. Transacti Code (Instr. 8)	orDerivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units ("RSUs")	(2)	10/15/2014		М		2,500	(3)	05/14/2020	Class B Common Stock (1)	2,500
Class B Common Stock	<u>(1)</u>	10/15/2014		М	2,500		<u>(1)</u>	(1)	Class A Common Stock	2,500
Class B Common Stock	<u>(1)</u>	10/15/2014		F		1,179	<u>(1)</u>	(1)	Class A Common Stock	1,179
Class B Common Stock	<u>(1)</u>	10/15/2014		C		1,321	<u>(1)</u>	(1)	Class A Common Stock	1,321

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Savarese James C/O WAYFAIR INC. 4 COPLEY PLACE, 7TH FLOOR BOSTON, MA 02116			Chief Operating Officer				
Signatures							

/s/ Enrique Colbert, Attorney-in-Fact 10/17/2014

**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).

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

(1) 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 662/3% 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.

Edgar Filing: Wayfair Inc. - Form 4

(2) Each RSU represents a contingent right to receive one share of Class B Common Stock when vested.

These RSUs vest upon the satisfaction of a service condition and an event condition. The service condition is satisfied as to 1/5th of the (3) shares on March 15, 2014 and as to an additional 1/60th of the shares for each month of continuous service thereafter. The event

(3) shares on Waren 15, 2014 and as to an additional 1700th of the shares for each month of continuous service therearter. condition was satisfied on the closing of the issuer's initial public offering of Class A Common Stock.

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.