

Wayfair Inc.
Form 4
January 05, 2015

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 *
Battery Management Corp.

(Last) (First) (Middle)

C/O BATTERY VENTURES, ONE
MARINA PARK DRIVE, SUITE
1100

(Street)

BOSTON, MA 02210

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Wayfair Inc. [W]

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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)
Class A Common Stock	12/31/2014		C	V	Amount 3,799,673 (A) or (D) (D) Price	I	See footnote (2) (3)
Class A Common Stock	12/31/2014		C	V	Amount 37,992 (A) or (D) (D) Price	I	See footnote (3) (4)

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

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SEC 1474 (9-02)

number.

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
Class B Common Stock	<u>(1)</u>	12/31/2014		C	3,799,673	<u>(1)</u> <u>(1)</u>	Class A Common Stock 3,799,673
Class B Common Stock	<u>(1)</u>	12/31/2014		C	37,992	<u>(1)</u> <u>(1)</u>	Class A Common Stock 37,992

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Battery Management Corp. C/O BATTERY VENTURES ONE MARINA PARK DRIVE, SUITE 1100 BOSTON, MA 02210		X		
BROWN MICHAEL MAURICE C/O BATTERY VENTURES ONE MARINA PARK DRIVE, SUITE 1100 BOSTON, MA 02210		X		
CROTTY THOMAS J C/O BATTERY VENTURES ONE MARINA PARK DRIVE, SUITE 1100 BOSTON, MA 02210		X		
Feldman Jesse C/O BATTERY VENTURES ONE MARINA PARK DRIVE, SUITE 1100 BOSTON, MA 02210		X		
FRISBIE RICHARD D C/O BATTERY VENTURES ONE MARINA PARK DRIVE, SUITE 1100 BOSTON, MA 02110		X		
LAWLER KENNETH P C/O BATTERY VENTURES		X		

ONE MARINA PARK DRIVE, SUITE 1100
BOSTON, MA 02210

Lee Roger H
C/O BATTERY VENTURES
ONE MARINA PARK DRIVE, SUITE 1100 X
BOSTON, MA 02210

TABORS R DAVID
C/O BATTERY VENTURES
ONE MARINA PARK DRIVE, SUITE 1100 X
BOSTON, MA 02110

TOBIN SCOTT R
C/O BATTERY VENTURES
ONE MARINA PARK DRIVE, SUITE 1100 X
BOSTON, MA 02210

Signatures

/s/ Christopher Shiavo, as attorney-in-fact for Battery Management Corp. 01/05/2015

__Signature of Reporting Person Date

/s/ Christopher Shiavo, as attorney-in-fact for Michael M. Brown 01/05/2015

__Signature of Reporting Person Date

/s/ Christopher Shiavo, as attorney-in-fact for Thomas J. Crotty 01/05/2015

__Signature of Reporting Person Date

/s/ Christopher Shiavo, as attorney-in-fact for Jesse Feldman 01/05/2015

__Signature of Reporting Person Date

/s/ Christopher Shiavo, as attorney-in-fact for Richard D. Frisbie 01/05/2015

__Signature of Reporting Person Date

/s/ Christopher Shiavo, as attorney-in-fact for Kenneth P. Lawler 01/05/2015

__Signature of Reporting Person Date

/s/ Christopher Shiavo, as attorney-in-fact for Roger H. Lee 01/05/2015

__Signature of Reporting Person Date

/s/ Christopher Schiavo, as attorney-in-fact for R. David Tabors 01/05/2015

__Signature of Reporting Person Date

/s/ Christopher Schiavo, as attorney-in-fact for Scott R. Tobin 01/05/2015

__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 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 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.
 - (2) These shares are held by Battery Ventures IX (AIV I), L.P. ("Battery Ventures IX (AIV) I").

The sole general partner of Battery Ventures IX (AIV I) is Battery Partners IX (AIV I), LLC. The sole managing member of Battery Investment Partners IX, LLC ("BIP IX") is Battery Partners IX, LLC. Battery Partners IX (AIV I), LLC's and Battery Partners IX, LLC's investment advisor is Battery Management Corp. (together with Battery Partners IX (AIV I), LLC and Battery Partners IX, LLC, the "Battery Companies"). Neeraj Agrawal, Michael Brown, Thomas J. Crotty, Jesse Feldman, Richard D. Frisbie, Kenneth P. Lawler, Roger H. Lee, R. David Tabors and Scott R. Tobin are the managing members and officers of the Battery Companies and may be deemed to share voting and dispositive power over the shares held by Battery Ventures IX (AIV I) and BIP IX.
 - (4) These shares are held by BIP IX.

Remarks:

The reporting persons may be deemed to beneficially own more than 10% of the Issuer's Class A Common Stock, which is the

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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