

Wayfair Inc.
Form 4
October 09, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Battery Investment Partners IX, LLC

(Last) (First) (Middle)

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)

10/07/2014

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	10/07/2014		C	552,233	A \$ 0 552,233	I	See footnote (1) (2)
Class A Common Stock	10/07/2014		S	552,233 (1) (3)	D \$ 27.26 0	I	See footnote (1)

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

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(9-02)

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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 Security (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Series A-1 Preferred Stock	(4)	10/07/2014		C			3,747,474	(4)	(4)	Class B Common Stock	3,747,474
Series A-2 Preferred Stock	(4)	10/07/2014		C			642,424	(4)	(4)	Class B Common Stock	642,424
Class B Common Stock	\$ 0	10/07/2014		C		4,389,898		(5)(6)	(5)(6)	Class A Common Stock	4,389,898
Class B Common Stock	\$ 0	10/07/2014		C		552,233		(5)(6)	(5)(6)	Class A Common Stock	552,233

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Battery Investment Partners IX, LLC ONE MARINA PARK DRIVE, SUITE 1100 BOSTON, MA 02210		X		
Battery Partners IX (AIV I), LLC C/O BATTERY VENTURES ONE MARINA PARK DRIVE, SUITE 1100 BOSTON, MA 02210		X		
Battery Partners IX, LLC C/O BATTERY VENTURES ONE MARINA PARK DRIVE, SUITE 1100 BOSTON, MA 02210		X		
Battery Ventures IX (AIV I), L.P. C/O BATTERY VENTURES ONE MARINA PARK DRIVE, SUITE 1100 BOSTON, MA 02210		X		

10/09/2014

Date _____

10/09/2014

Date _____

10/09/2014

Date _____

10/09/2014

Date _____

Explanation of Responses:

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(10) Consists of 3,799,673 shares held by Battery Ventures IX (AIV I) and 37,992 shares held by BIP IX.

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