

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 \*  
Agrawal Neeraj

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

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Agrawal Neeraj C/O BATTERY VENTURES ONE MARINA PARK DRIVE, SUITE 1100 BOSTON, MA 02210	X	X		

## Signatures

/s/ Christopher Schiavo, as attorney-in-fact for Neeraj Agrawal 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) The sole general partner of Battery Ventures IX (AIV I), L.P. ("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),

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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.

- (2) Consists of 546,766 shares held by Battery Ventures IX (AIV I) and 5,467 shares held by BIP IX.
- (3) Consists of 546,766 shares sold by Battery Ventures IX (AIV I) and 5,467 shares sold by BIP IX.
- (4) Each share of the issuer's Series A-1 Preferred Stock and Series A-2 Preferred Stock automatically converted into one (1) share of Class B common stock immediately prior to the closing of the issuer's initial public offering, and has no expiration date.  
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. In addition, each share of Class B common stock will convert automatically into one share of Class A common stock upon any transfer, whether or not for value and whether voluntary or involuntary or by operation of law, except for certain transfers described in the issuer's restated certificate of incorporation, including, without limitation, certain transfers for tax and estate planning purposes.
- (5) In addition, upon the earlier of (i) the date on which the outstanding shares of Class B common stock represent less than 10% of the aggregate number of the then outstanding shares of Class A common stock and Class B common stock or (ii) the affirmative vote or written consent of the holders of at least 66-2/3% of the outstanding shares of Class B common stock, all outstanding shares of Class B common stock shall convert automatically into Class A common stock.
- (6) Battery Ventures IX (AIV I) owned 3,710,374 shares of Series A-1 Preferred Stock and BIP IX owned 37,100 shares of Series A-1 Preferred Stock.
- (7) Battery Ventures IX (AIV I) owned 636,065 shares of Series A-2 Preferred Stock and BIP IX owned 6,359 shares of Series A-2 Preferred Stock.
- (8) Consists of 4,346,439 shares held by Battery Ventures IX (AIV I) and 43,459 shares held by BIP IX.
- (9) Consists of 3,799,673 shares held by Battery Ventures IX (AIV I) and 37,992 shares held by BIP IX.
- (10)

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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