

Shah Niraj  
Form 4  
August 02, 2017

**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 \*  
Shah Niraj

(Last) (First) (Middle)

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

(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)  
07/31/2017

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)

Chief Executive Officer

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	07/31/2017		C		72,630	A	\$ 72,630
Class A Common Stock	07/31/2017		S <sup>(2)</sup>		9,600	D	\$ 76.21 (3)
Class A Common Stock	07/31/2017		S <sup>(2)</sup>		4,300	D	\$ 76.82 (4)
Class A Common	07/31/2017		S <sup>(2)</sup>		1,100	D	\$ 57,630 77.88

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Stock								<u>(5)</u>
Class A								\$
Common	08/01/2017		S <sup>(2)</sup>	12,300	D	75.08	45,330	D
Stock								<u>(6)</u>
Class A								\$
Common	08/01/2017		S <sup>(2)</sup>	10,300	D	75.74	35,030	D
Stock								<u>(7)</u>
Class A								\$
Common	08/01/2017		S <sup>(2)</sup>	400	D	76.83	34,630	D
Stock								<u>(8)</u>
Class A								\$
Common	08/02/2017		S <sup>(2)</sup>	5,113	D	73.95	29,517	D
Stock								<u>(9)</u>
Class A								\$
Common	08/02/2017		S <sup>(2)</sup>	5,787	D	74.73	23,730	D
Stock								<u>(10)</u>
Class A								\$
Common	08/02/2017		S <sup>(2)</sup>	1,100	D	75.59	22,630	D
Stock								<u>(11)</u>

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

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(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 (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)	8. P. Deriv. Secur. (Ins	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	<u>(1)</u>	07/31/2017		C	72,630	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	72,630



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(10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$74.31 to \$75.29, inclusive. The reporting person undertakes to provide to Wayfair Inc., any security holder of Wayfair Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(11) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$75.32 to \$75.92, inclusive. The reporting person undertakes to provide to Wayfair Inc., any security holder of Wayfair Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

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.