

Oblak Steve
 Form 4
 December 18, 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 *
 Oblak Steve

(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)
 12/15/2017

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 Merchandising 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Class A Common Stock	12/15/2017		C	833	A \$ 0.11	D	
Class A Common Stock	12/15/2017		M	2,500	A \$ 0	D	
Class A Common Stock	12/15/2017		M	243	A \$ 0	D	
Class A Common	12/15/2017		M	5,000	A \$ 0	D	

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Stock

Class A Common Stock	12/15/2017	S ⁽²⁾	4,021	D	\$ 76.44 <u>(3)</u>	129,308	D
Class A Common Stock	12/15/2017	S ⁽²⁾	110	D	\$ 79.1 <u>(4)</u>	129,198	D
Class A Common Stock	12/18/2017	S ⁽⁵⁾	400	D	\$ 80.17 <u>(6)</u>	128,798	D

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. I. De. Sec. (In	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units ("RSUs")	<u>(7)</u>	12/15/2017		M		<u>(8)</u>	<u>(8)</u>	Class B Common Stock	833
Class B Common Stock	<u>(1)</u>	12/15/2017		M	833	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	833
Class B Common Stock	<u>(1)</u>	12/15/2017		C	833	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	833
Restricted Stock Units ("RSUs")	<u>(9)</u>	12/15/2017		M	2,500	<u>(10)</u>	<u>(10)</u>	Class A Common Stock	2,500
	<u>(9)</u>	12/15/2017		M	243	<u>(11)</u>	<u>(11)</u>		243

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These RSUs vest upon the satisfaction of a service condition and an event condition and have no expiration date. The service condition is satisfied as to 1/5th of the shares on March 15, 2014 and as to an additional 1/60th of the shares for each month of continuous service thereafter. The event condition was satisfied on the closing of the issuer's initial public offering of Class A Common Stock.

- (9) Each RSU represents a contingent right to receive one share of Class A Common Stock when vested.
- (10) These RSUs vest upon the satisfaction of a service condition. The service condition is satisfied as to 20% of the shares on March 15, 2016 and as to an additional 5% of the shares for each 3-month period of continuous service thereafter.
- (11) These RSUs vest upon the satisfaction of a service condition and have no expiration date. The service condition is satisfied as to 1/5th of the shares on September 15, 2016 and as to an additional 1/20th of the shares for every three months of continuous service thereafter.
- (12) These RSUs vest upon the satisfaction of a service condition and have no expiration date. The service condition is satisfied as to 1/5th of the shares on March 15, 2017 and as to an additional 1/20th of the shares for every three months of continuous service thereafter.

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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