

Savarese James
Form 4
March 16, 2018

FORM 4

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

OMB APPROVAL

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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 *
Savarese James

(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)
03/15/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Operating Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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) | (A) or (D) | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|---|--|-----------------------------------|
| | | | Code | V | Amount | Price | | |
| Class A Common Stock | 03/15/2018 | | C | | 2,501 | A \$ 538,702 | D | |
| Class A Common Stock | 03/15/2018 | | M | | 1,500 | A \$ 0 540,202 | D | |
| Class A Common Stock | 03/15/2018 | | M | | 521 | A \$ 0 540,723 | D | |
| Class A Common | 03/15/2018 | | M | | 5,000 | A \$ 0 545,723 | D | |

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Stock

Class A
Common Stock 03/15/2018 M 10,000 A \$ 0 555,723 D

Class A
Common Stock 03/15/2018 S⁽²⁾ 9,047 D \$ 83.62 546,676 D
(3)

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Restricted Stock Units ("RSUs") | <u>(4)</u> | 03/15/2018 | | M | | <u>(5)</u> <u>(5)</u> | Class B Common Stock 2,501 |
| Class B Common Stock | <u>(1)</u> | 03/15/2018 | | M | 2,501 | <u>(1)</u> <u>(1)</u> | Class A Common Stock 2,501 |
| Class B Common Stock | <u>(1)</u> | 03/15/2018 | | C | 2,501 | <u>(1)</u> <u>(1)</u> | Class A Common Stock 2,501 |
| Restricted Stock Units ("RSUs") | <u>(6)</u> | 03/15/2018 | | M | 1,500 | <u>(7)</u> <u>(7)</u> | Class A Common Stock 1,500 |
| Restricted Stock Units ("RSUs") | <u>(6)</u> | 03/15/2018 | | M | 521 | <u>(8)</u> <u>(8)</u> | Class A Common Stock 521 |
| Restricted Stock | <u>(6)</u> | 03/15/2018 | | M | 5,000 | <u>(9)</u> <u>(9)</u> | Class A Common 5,000 |

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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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