

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 *
GREAT HILL EQUITY PARTNERS IV LP

(Last) (First) (Middle)

ONE LIBERTY SQUARE,

(Street)

BOSTON, MA 02109

(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 (Instr. 4)
			Code	V	Amount		
Class A Common Stock	10/07/2014		C		2,704	A	(2) 2,704 D (3) (4)
Class A Common Stock	10/07/2014		S		2,704	D	\$ 27.26 0 D (3) (4)
Class A Common Stock	10/07/2014		C		991,317	A	(2) 991,317 D (4) (5)
Class A Common Stock	10/07/2014		S		991,317	D	\$ 27.26 0 D (4) (5)

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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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date	
Series A-1 Preferred Stock	(1)	10/07/2014		C		18,930	(1)	(1)	Class B Common Stock (2)
Series A-1 Preferred Stock	(1)	10/07/2014		C		6,940,665	(1)	(1)	Class B Common Stock (2)
Series A-2 Preferred Stock	(1)	10/07/2014		C		3,245	(1)	(1)	Class B Common Stock (2)
Series A-2 Preferred Stock	(1)	10/07/2014		C		1,189,828	(1)	(1)	Class B Common Stock (2)
Class B Common Stock	(1)	10/07/2014		C	18,930		(2)	(2)	Class A Common Stock
Class B Common Stock	(1)	10/07/2014		C	6,940,665		(2)	(2)	Class A Common Stock
Class B Common Stock	(1)	10/07/2014		C	3,245		(2)	(2)	Class A Common Stock
Class B Common Stock	(1)	10/07/2014		C	1,189,828		(2)	(2)	Class A Common Stock
Class B Common Stock	\$ 0	10/07/2014		D		2,704	(2)	(2)	Class A Common

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<u>Signature of Reporting Person</u>	Date
/s/ Laurie T. Gerber, as attorney-in-fact of GHP IV, LLC	10/09/2014
<u>Signature of Reporting Person</u>	Date
/s/ Laurie T. Gerber, as attorney-in-fact of Great Hill Partners GP IV, L.P.	10/09/2014
<u>Signature of Reporting Person</u>	Date
/s/ Laurie T. Gerber, as attorney-in-fact for Christopher S. Gaffney	10/09/2014
<u>Signature of Reporting Person</u>	Date
/s/ Laurie T. Gerber, as attorney-in-fact for John G. Hayes	10/09/2014
<u>Signature of Reporting Person</u>	Date
/s/ Laurie T. Gerber, as attorney-in-fact for Michael A. Kumin	10/09/2014
<u>Signature of Reporting Person</u>	Date
/s/ Laurie T. Gerber, as attorney-in-fact for Mark D. Taber	10/09/2014
<u>Signature of Reporting Person</u>	Date
/s/ Laurie T. Gerber, as attorney-in-fact for Matthew T. Vettel	10/09/2014
<u>Signature of Reporting Person</u>	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) Each share of Series A-1 Preferred Stock and Series A-2 Preferred Stock, each of which has no expiration date, automatically converted into one share of Class B Common Stock upon the consummation of the issuer's initial public offering.
- Each share of Class B Common Stock, which has no expiration date, 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 automatically convert into one share of Class A Common Stock (a) upon transfer thereof, subject to certain exceptions, (b) upon the date on which the outstanding shares of Class B Common Stock represent less than 10% of the aggregate number of shares of the then outstanding Class A Common Stock and Class B Common Stock, or (c) in the event that holders of at least 66 2/3% of the then outstanding shares of Class B Common Stock elect to convert all shares of Class B Common Stock into shares of Class A Common Stock.
- (2) These securities are owned by Great Hill Investors, LLC. Great Hill Investors, LLC is controlled by Christopher S. Gaffney, John G. Hayes, Michael A. Kumin, Mark D. Taber and Matthew T. Vettel and, as such, they may be deemed to indirectly beneficially own the shares beneficially owned by Great Hill Investors, LLC. Each of Messrs. Gaffney, Hayes, Kumin, Taber and Vettel disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- (3) This report is filed jointly by Great Hill Investors, LLC, Great Hill Equity Partners IV, L.P., GHP IV, LLC, Great Hill Partners GP IV, L.P., Christopher S. Gaffney, John G. Hayes, Michael A. Kumin, Mark D. Taber and Matthew T. Vettel.
- These securities are owned by Great Hill Equity Partners IV, L.P. Great Hill Partners GP IV, L.P. is the sole general partner of Great Hill Equity Partners IV, L.P. and GHP IV, LLC is the sole general partner of Great Hill Partners GP IV, L.P. GHP IV, LLC is controlled by
- (5) Christopher S. Gaffney, John G. Hayes, Michael A. Kumin, Mark D. Taber and Matthew T. Vettel and, as such, they may be deemed to indirectly beneficially own the shares beneficially owned by Great Hill Equity Partners IV, L.P. Each of Messrs. Gaffney, Hayes, Kumin, Taber and Vettel disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

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.