

Wayfair Inc.  
Form 4  
January 05, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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)  
**12/31/2014**

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Class A Common Stock            | 12/31/2014                           |  | C                              | 19,471  | A 19,471  | D (2) (3)  |                                   |
| Class A Common Stock            | 12/31/2014                           |  | C                              | 7,139,176   | A 7,139,176   | D (3) (4)  |                                   |

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

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SEC 1474 (9-02)

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**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 |
| Class B Common Stock                       | (1)  | 12/31/2014                           |  | C                              | 19,471  | (1)  | (1)   | Class A Common Stock | 19,471                     |
| Class B Common Stock                       | (1)  | 12/31/2014                           |  | C                              | 7,139,176   | (1)  | (1)   | Class A Common Stock | 7,139,176                  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| GREAT HILL EQUITY PARTNERS IV LP<br>ONE LIBERTY SQUARE<br>BOSTON, MA 02109                |               | X         |         |       |
| GREAT HILL INVESTORS LLC<br>ONE LIBERTY SQUARE<br>BOSTON, MA 02109                        |               | X         |         |       |
| GHP IV, LLC<br>ONE LIBERTY SQUARE<br>BOSTON, MA 02109                                     |               | X         |         |       |
| Great Hill Partners GP IV, L.P.<br>ONE LIBERTY SQUARE<br>BOSTON, MA 02109                 |               | X         |         |       |
| GAFFNEY CHRISTOPHER S<br>ONE LIBERTY SQUARE<br>BOSTON, MA 02109                           |               | X         |         |       |
| HAYES JOHN G<br>ONE LIBERTY SQUARE<br>BOSTON, MA 02109                                    |               | X         |         |       |
| Kumin Michael Andrew<br>C/O WAYFAIR INC.<br>4 COPLEY PLACE, 7TH FLOOR<br>BOSTON, MA 02116 | X             | X         |         |       |
|   |               |           | X       |       |

Taber Mark D.  
ONE LIBERTY SQUARE  
BOSTON, MA 02109

Vettel Matthew T  
ONE LIBERTY SQUARE  
BOSTON, MA 02109

X

## Signatures

|  |            |
|--|------------|
| /s/ Laurie T. Gerber, as attorney-in-fact of Great Hill Equity Partners IV, L.P. | 01/05/2015 |
| __Signature of Reporting Person  | Date       |
| /s/ Laurie T. Gerber, as attorney-in-fact of Great Hill Investors, LLC           | 01/05/2015 |
| __Signature of Reporting Person  | Date       |
| /s/ Laurie T. Gerber, as attorney-in-fact of GHP IV, LLC                         | 01/05/2015 |
| __Signature of Reporting Person  | Date       |
| /s/ Laurie T. Gerber, as attorney-in-fact of Great Hill Partners GP IV, L.P.     | 01/05/2015 |
| __Signature of Reporting Person  | Date       |
| /s/ Laurie T. Gerber, as attorney-in-fact for Christopher S. Gaffney             | 01/05/2015 |
| __Signature of Reporting Person  | Date       |
| /s/ Laurie T. Gerber, as attorney-in-fact for John G. Hayes                      | 01/05/2015 |
| __Signature of Reporting Person  | Date       |
| /s/ Laurie T. Gerber, as attorney-in-fact for Michael A. Kumin                   | 01/05/2015 |
| __Signature of Reporting Person  | Date       |
| /s/ Laurie T. Gerber, as attorney-in-fact for Mark D. Taber                      | 01/05/2015 |
| __Signature of Reporting Person  | Date       |
| /s/ Laurie T. Gerber, as attorney-in-fact for Matthew T. Vettel                  | 01/05/2015 |
| __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) 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.

(4)

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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 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.

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