

Wayfair Inc.  
Form SC 13D/A  
December 04, 2015

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

**SCHEDULE 13D**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 2)\***

**WAYFAIR INC.**  
**(Name of Issuer)**  
**Common Stock, \$0.001 par value**  
**(Title of Class of Securities)**  
**94419L101**  
**(CUSIP Number)**

**Spark Capital**  
**137 Newbury Street**  
**8<sup>th</sup> Floor**  
**Boston, MA 02116**

**Gunderson Dettmer Stough Villeneuve**  
**Franklin & Hachigian, LLP**  
**One Marina Park Drive, Suite 900**  
**Boston, MA 02210**  
**Attn: Jay K. Hachigian, Esq.**

**(617) 648-9100**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**November 23, 2015**

**(Date of Event which Requires Filing of this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box: "

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.  
The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 94419L101

1. Names of Reporting Persons.

Spark Capital III (AIV I), L.P. ( SCIII (AIV I) )

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

2,504,911 shares of Class A Common Stock, except that (i) Spark Management Partners III (AIV I), LLC ( SMPIII (AIV I) ), the general partner of SCIII (AIV I), may be deemed to have sole power to vote these shares, and (ii) Todd Dages ( Dages ), a managing member of SMPIII (AIV I), may be deemed to have shared power to vote these shares, Santo Politi ( Politi ), a managing member of SMPIII (AIV I), may be deemed to have shared power to vote these shares, Paul Conway ( Conway ), a managing member of SMPIII (AIV I), may be deemed to have shared power to vote these shares, Bijan Sabet ( Sabet ), a managing member of SMPIII (AIV I), may be deemed to have shared power to vote these shares, Moshe Koyfman ( Koyfman ), a managing member of SMPIII (AIV I), may be deemed to have shared power to vote these shares and Alexander J. Finkelstein ( Finkelstein ), a managing member of SMPIII (AIV I), may be deemed to have shared power to vote these shares.

Number of  
Shares  
Beneficially  
Owned by

8. Shared Voting Power

Each

Reporting

Person

See response to row 7.

9. Sole Dispositive Power

2,504,911 shares of Class A Common Stock, except that (i) SMPIII (AIV I), the general partner of SCIII (AIV I), may be deemed to have sole power to dispose of these shares, and (ii) Dages, a managing member of SMPIII (AIV I), may be deemed to have shared power to dispose of these shares, Politi, a managing member of SMPIII (AIV I), may be deemed to have shared power to dispose of these shares, Conway, a managing member of SMPIII (AIV I), may be deemed to have shared power to dispose of these shares, Sabet, a managing member of SMPIII (AIV I), may be deemed to have shared power to dispose of these shares, Koyfman, a managing member of SMPIII (AIV I), may be deemed to have shared power to dispose of these shares and Finkelstein, a managing member of SMPIII (AIV I), may be deemed to have shared power to dispose these shares.

10. Shared Dispositive Power

See response to row 9.

11. Aggregate Amount Beneficially Owned by Each Reporting Person

2,504,911 shares of Class A Common Stock

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

..

13. Percent of Class Represented by Amount in Row (11)

5.6%

14. Type of Reporting Person (See Instructions)

PN

CUSIP No. 94419L101

1. Names of Reporting Persons.

Spark Capital Founders Fund III, L.P. ( SCFFIII )

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

WC

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

24,792 shares of Class A Common Stock, except that (i) Spark Management Partners III, LLC ( SMPIII ), the general partner of SCFFIII, may be deemed to have sole power to vote these shares, and (ii) Dages, a managing member of SMPIII, may be deemed to have shared power to vote these shares, Politi, a managing member of SMPIII, may be deemed to have shared power to vote these shares, Conway, a managing member of SMPIII, may be deemed to have shared power to vote these shares, Sabet, a managing member of SMPIII, may be deemed to have shared power to vote these shares, Koyfman, a managing member of SMPIII, may be deemed to have shared power to vote these shares and Finkelstein, a managing member of SMPIII, may be deemed to have shared power to vote these shares.

Number of  
Shares  
Beneficially

8. Shared Voting Power

Owned by

Each

See response to row 7.

Reporting

Person

9. Sole Dispositive Power

24,792 shares of Class A Common Stock, except that (i) SMPH, the general partner of SCFFH, may be deemed to have sole power to dispose of these shares, and (ii) Dages, a managing member of SMPH, may be deemed to have shared power to dispose of these shares, Politi, a managing member of SMPH, may be deemed to have shared power to dispose of these shares, Conway, a managing member of SMPH, may be deemed to have shared power to dispose of these shares, Sabet, a managing member of SMPH, may be deemed to have shared power to dispose of these shares, Koyfman, a managing member of SMPH, may be deemed to have shared power to dispose of these shares and Finkelstein, a managing member of SMPH, may be deemed to have shared power to dispose these shares.

10. Shared Dispositive Power

See response to Row 9.

11. Aggregate Amount Beneficially Owned by Each Reporting Person

24,792 shares of Class A Common Stock

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

..

13. Percent of Class Represented by Amount in Row (11)

0.1%

14. Type of Reporting Person (See Instructions)

PN

CUSIP No. 94419L101

1. Names of Reporting Persons.

Spark Management Partners III (AIV I), LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

WC

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

Number of

Shares

Beneficially

Owned by

Each

Reporting

Person

With

2,504,911 shares of Class A Common Stock, except that Dages, a managing member of SMP III (AIV I), may be deemed to have shared power to vote these shares, Politi, a managing member of SMP III (AIV I), may be deemed to have shared power to vote these shares, Conway, a managing member of SMP III (AIV I), may be deemed to have shared power to vote these shares, Sabet, a managing member of SMP III (AIV I), may be deemed to have shared power to vote these shares, Koyfman, a managing member of SMP III (AIV I), may be deemed to have shared power to vote these shares and Finkelstein, a managing member of SMP III (AIV I), may be deemed to have shared power to vote these shares.

8. Shared Voting Power

See response to row 7.

9. Sole Dispositive Power

2,504,911 shares of Class A Common Stock, except that Dages, a managing member of SMPIII (AIV I), may be deemed to have shared power to dispose of these shares, Politi, a managing member of SMPIII (AIV I), may be deemed to have shared power to dispose of these shares, Conway, a managing member of SMPIII (AIV I), may be deemed to have shared power to dispose of these shares, Sabet, a managing member of SMPIII (AIV I), may be deemed to have shared power to dispose of these shares, Koyfman, a managing member of SMPIII (AIV I), may be deemed to have shared power to dispose of these shares and Finkelstein, a managing member of SMPIII (AIV I), may be deemed to have shared power to dispose these shares.

10. Shared Dispositive Power

See response to Row 9.

11. Aggregate Amount Beneficially Owned by Each Reporting Person

2,504,911 shares of Class A Common Stock

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

..

13. Percent of Class Represented by Amount in Row (11)

5.6%

14. Type of Reporting Person (See Instructions)

OO

CUSIP No. 94419L101

1. Names of Reporting Persons.

Spark Management Partners III, LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

WC

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

Number of

Shares

Beneficially

Owned by

Each

Reporting

Person

With

24,792 shares of Class A Common Stock, except that Dages, a managing member of SMP III, may be deemed to have shared power to vote these shares, Politi, a managing member of SMP III, may be deemed to have shared power to vote these shares, Conway, a managing member of SMP III, may be deemed to have shared power to vote these shares, Sabet, a managing member of SMP III, may be deemed to have shared power to vote these shares, Koyfman, a managing member of SMP III, may be deemed to have shared power to vote these shares, and Finkelstein, a managing member of SMP III, may be deemed to have shared power to vote these shares.

8. Shared Voting Power

See response to row 7.

9. Sole Dispositive Power

24,792 shares of Class A Common Stock, except that Dagres, a managing member of SMPIII, may be deemed to have shared power to dispose of these shares, Politi, a managing member of SMPIII, may be deemed to have shared power to dispose of these shares, Conway, a managing member of SMPIII, may be deemed to have shared power to dispose of these shares, Sabet, a managing member of SMPIII, may be deemed to have shared power to dispose of these shares, Koyfman, a managing member of SMPIII, may be deemed to have shared power to dispose of these shares, and Finkelstein, a managing member of SMPIII, may be deemed to have shared power to dispose of these shares.

10. Shared Dispositive Power

See response to row 9.

11. Aggregate Amount Beneficially Owned by Each Reporting Person

24,792 shares of Class A Common Stock

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

..

13. Percent of Class Represented by Amount in Row (11)

0.1%

14. Type of Reporting Person (See Instructions)

OO

CUSIP No. 94419L101

1. Names of Reporting Persons.

Spark III (AIV I) Feeder Corporation ( SIII (AIV I) FC )

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

WC

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

Delaware

Number of 7. Sole Voting Power

Shares

Beneficially 49,260 shares of Class A Common Stock, except that Conway, the sole officer and director of SIII (AIV I) FC, may be deemed to have shared power to vote these shares.

Owned by 8. Shared Voting Power

Each

Reporting See response to row 7.  
Person 9. Sole Dispositive Power

With

49,260 shares of Class A Common Stock, except that Conway, the sole officer and director of SIII (AIV I) FC, may be deemed to have shared power to dispose of these shares.  
10. Shared Dispositive Power

See response to row 9.

11. Aggregate Amount Beneficially Owned by Each Reporting Person

49,260 shares of Class A Common Stock

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

..

13. Percent of Class Represented by Amount in Row (11)

0.1%

14. Type of Reporting Person (See Instructions)

OO

CUSIP No. 94419L101

1. Names of Reporting Persons.

Todd Dagues

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

AF

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

United States of America

7. Sole Voting Power

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With

2,529,703 shares of Class A Common Stock, of which 2,504,911 shares are directly owned by SCIII (AIV I) and, 24,792 shares are directly owned by SCFFIII, except that (i) SMPIII (AIV I), as the general partner of SCIII (AIV I), may be deemed to have sole power to vote SCIII (AIV I) s shares, (ii) Politi, a managing member of SMPIII (AIV I), may be deemed to have shared power to vote SCIII (AIV I) s shares, Conway, a managing member of SMPIII (AIV I), may be deemed to have shared power to vote SCIII (AIV I) s shares, Sabet, a managing member of SMPIII (AIV I), may be deemed to have shared power to vote SCIII (AIV I) s shares, Koyfman, a managing member of SMPIII (AIV I), may be deemed to have shared power to vote SCIII (AIV I) s shares and Finkelstein, a managing member of SMPIII (AIV I), may be deemed to have shared power to vote SCIII (AIV I) s shares, (iii) SMP III as the general partner of SCFFIII, may be deemed to have sole power to vote SCFFIII s shares and (iv) Politi, a managing member of SMPIII, may be deemed to have shared power to vote SCFFIII s shares, Conway, a managing member of SMPIII, may be deemed to have shared power to vote SCFFIII s shares, Sabet, a managing member of SMPIII, may be deemed to have shared power to vote SCFFIII s shares, Koyfman, a managing member of

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SMPIII, may be deemed to have shared power to vote SCFFIII s shares and Finkelstein, a managing member of SMPIII, may be deemed to have shared power to vote SCFFIII s shares.

8. Shared Voting Power

See response to row 7.

9. Sole Dispositive Power

2,529,703 shares of Class A Common Stock, of which 2,504,911 shares are directly owned by SCIII (AIV I) and, 24,792 shares are directly owned by SCFFIII, except that (i) (i) SMPIII (AIV I), as the general partner of SCIII (AIV I), may be deemed to have sole power to dispose of SCIII (AIV I) s shares, (ii) Politi, a managing member of SMPIII (AIV I), may be deemed to have shared power to dispose of SCIII (AIV I) s shares, Conway, a managing member of SMPIII (AIV I), may be deemed to have shared power to dispose of SCIII (AIV I) s shares, Sabet, a managing member of SMPIII (AIV I), may be deemed to have shared power to dispose of SCIII (AIV I) s shares, Koyfman, a managing member of SMPIII (AIV I), may be deemed to have shared power to dispose of SCIII (AIV I) s shares and Finkelstein, a managing member of SMPIII (AIV I), may be deemed to have shared power to dispose of SCIII (AIV I) s shares, (iii) SMP III as the general partner of SCFFIII, may be deemed to have sole power to dispose of SCFFIII s shares and (iv) Politi, a managing member of SMPIII, may be deemed to have shared power to dispose of SCFFIII s shares, Conway, a managing member of SMPIII, may be deemed to have shared power to dispose of SCFFIII s shares, Sabet, a managing member of SMPIII, may be deemed to have shared power to dispose of SCFFIII s shares, Koyfman, a managing member of SMPIII, may be deemed to have shared power to dispose of SCFFIII s shares and Finkelstein, a managing member of SMPIII, may be deemed to have shared power to dispose of SCFFIII s shares.

10. Shared Dispositive Power

See response to row 9.

11. Aggregate Amount Beneficially Owned by Each Reporting Person

2,529,703 shares of Class A Common Stock

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

..

13. Percent of Class Represented by Amount in Row (11)

5.7%

14. Type of Reporting Person (See Instructions)

IN

CUSIP No. 94419L101

1. Names of Reporting Persons.

Santo Politi

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

AF

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

United States of America

7. Sole Voting Power

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With

2,529,703 shares of Class A Common Stock, of which 2,504,911 shares are directly owned by SCIII (AIV I) and, 24,792 shares are directly owned by SCFFIII, except that (i) SMPIII (AIV I), as the general partner of SCIII (AIV I), may be deemed to have sole power to vote SCIII (AIV I) s shares, (ii) Dages, a managing member of SMPIII (AIV I), may be deemed to have shared power to vote SCIII (AIV I) s shares, Conway, a managing member of SMPIII (AIV I), may be deemed to have shared power to vote SCIII (AIV I) s shares, Sabet, a managing member of SMPIII (AIV I), may be deemed to have shared power to vote SCIII (AIV I) s shares, Koyfman, a managing member of SMPIII (AIV I), may be deemed to have shared power to vote SCIII (AIV I) s shares and Finkelstein, a managing member of SMPIII (AIV I), may be deemed to have shared power to vote SCIII (AIV I) s shares, (iii) SMP III as the general partner of SCFFIII, may be deemed to have sole power to vote SCFFIII s shares and (iv) Dages, a managing member of SMPIII, may be deemed to have shared power to vote SCFFIII s shares, Conway, a managing member of SMPIII, may be deemed to have shared power to vote SCFFIII s shares, Sabet, a managing member of SMPIII, may be deemed to have shared power to vote SCFFIII s shares, Koyfman, a managing member of

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SMPIII, may be deemed to have shared power to vote SCFFIII s shares and Finkelstein, a managing member of SMPIII, may be deemed to have shared power to vote SCFFIII s shares.

8. Shared Voting Power

See response to row 7.

9. Sole Dispositive Power

2,529,703 shares of Class A Common Stock, of which 2,504,911 shares are directly owned by SCIII (AIV I) and, 24,792 shares are directly owned by SCFFIII, except that (i) (i) SMPIII (AIV I), as the general partner of SCIII (AIV I), may be deemed to have sole power to dispose of SCIII (AIV I) s shares, (ii) Dages, a managing member of SMPIII (AIV I), may be deemed to have shared power to dispose of SCIII (AIV I) s shares, Conway, a managing member of SMPIII (AIV I), may be deemed to have shared power to dispose of SCIII (AIV I) s shares, Sabet, a managing member of SMPIII (AIV I), may be deemed to have shared power to dispose of SCIII (AIV I) s shares, Koyfman, a managing member of SMPIII (AIV I), may be deemed to have shared power to dispose of SCIII (AIV I) s shares and Finkelstein, a managing member of SMPIII (AIV I), may be deemed to have shared power to dispose of SCIII (AIV I) s shares, (iii) SMP III as the general partner of SCFFIII, may be deemed to have sole power to dispose of SCFFIII s shares and (iv) Dages, a managing member of SMPIII, may be deemed to have shared power to dispose of SCFFIII s shares, Conway, a managing member of SMPIII, may be deemed to have shared power to dispose of SCFFIII s shares, Sabet, a managing member of SMPIII, may be deemed to have shared power to dispose of SCFFIII s shares, Koyfman, a managing member of SMPIII, may be deemed to have shared power to dispose of SCFFIII s shares and Finkelstein, a managing member of SMPIII, may be deemed to have shared power to dispose of SCFFIII s shares.

10. Shared Dispositive Power

See response to row 9.

11. Aggregate Amount Beneficially Owned by Each Reporting Person

2,529,703 shares of Class A Common Stock

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

..

13. Percent of Class Represented by Amount in Row (11)

5.7%

14. Type of Reporting Person (See Instructions)

IN

CUSIP No. 94419L101

1. Names of Reporting Persons.

Paul Conway

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

AF

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

United States of America

7. Sole Voting Power

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person

2,578,963 shares of Class A Common Stock, of which 2,504,911 shares are directly owned by SCIII (AIV I), 24,792 shares are directly owned by SCFFIII and 49,260 shares are directly owned by SIII (AIV I) FC, except that (i) SMPIII (AIV I), as the general partner of SCIII (AIV I), may be deemed to have sole power to vote SCIII (AIV I) s shares, (ii) Dagres, a managing member of SMPIII (AIV I), may be deemed to have shared power to vote SCIII (AIV I) s shares, Politi, a managing member of SMPIII (AIV I), may be deemed to have shared power to vote SCIII (AIV I) s shares, Sabet, a managing member of SMPIII (AIV I), may be deemed to have shared power to vote SCIII (AIV I) s shares, Koyfman, a managing member of SMPIII (AIV I), may be deemed to have shared power to vote SCIII (AIV I) s shares and Finkelstein, a managing member of SMPIII (AIV I), may be deemed to have shared power to vote SCIII (AIV I) s shares, (iii) SMP III as the general partner of SCFFIII, may be deemed to have sole power to vote SCFFIII s shares and (iv) Dagres, a managing member of SMPIII, may be deemed to have shared power to vote SCFFIII s shares, Politi, a managing member of SMPIII, may be deemed to have shared power to vote SCFFIII s shares, Sabet, a managing member of SMPIII, may be deemed to have shared power to

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vote SCFFIII s shares, Koyfman, a managing member of SMPIII, may be deemed to have shared power to vote SCFFIII s shares and Finkelstein, a managing member of SMPIII, may be deemed to have shared power to vote SCFFIII s shares.

8. Shared Voting Power

See response to row 7.

9. Sole Dispositive Power

2,578,963 shares of Class A Common Stock, of which 2,504,911 shares are directly owned by SCIII (AIV I), 24,792 shares are directly owned by SCFFIII and 49,260 shares are directly owned by SIII (AIV I) FC, except that (i) SMPIII (AIV I), as the general partner of SCIII (AIV I), may be deemed to have sole power to dispose of SCIII (AIV I) s shares, (ii) Dages, a managing member of SMPIII (AIV I), may be deemed to have shared power to dispose of SCIII (AIV I) s shares, Politi, a managing member of SMPIII (AIV I), may be deemed to have shared power to dispose of SCIII (AIV I) s shares, Sabet, a managing member of SMPIII (AIV I), may be deemed to have shared power to dispose of SCIII (AIV I) s shares, Koyfman, a managing member of SMPIII (AIV I), may be deemed to have shared power to dispose of SCIII (AIV I) s shares and Finkelstein, a managing member of SMPIII (AIV I), may be deemed to have shared power to dispose SCIII (AIV I) s shares, (iii) SMP III as the general partner of SCFFIII, may be deemed to have sole power to dispose of SCFFIII s shares and (iv) Dages, a managing member of SMPIII, may be deemed to have shared power to dispose of SCFFIII s shares, Politi, a managing member of SMPIII, may be deemed to have shared power to dispose of SCFFIII s shares, Sabet, a managing member of SMPIII, may be deemed to have shared power to dispose of SCFFIII s shares, Koyfman, a managing member of SMPIII, may be deemed to have shared power to dispose of SCFFIII s shares and Finkelstein, a managing member of SMPIII, may be deemed to have shared power to dispose of SCFFIII s shares.

10. Shared Dispositive Power

See response to row 9.

11. Aggregate Amount Beneficially Owned by Each Reporting Person

2,578,963 shares of Class A Common Stock

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

..

13. Percent of Class Represented by Amount in Row (11)

5.8%

14. Type of Reporting Person (See Instructions)

IN

CUSIP No. 94419L101

1. Names of Reporting Persons.

Bijan Sabet

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

AF

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

United States of America

Number of 7. Sole Voting Power

Shares

Beneficially Owned by Each Reporting Person With 2,529,703 shares of Class A Common Stock, of which 2,504,911 shares are directly owned by SCIII (AIV I) and, 24,792 shares are directly owned by SCFFIII, except that (i) SMPIII (AIV I), as the general partner of SCIII (AIV I), may be deemed to have sole power to vote SCIII (AIV I) s shares, (ii) Dages, a managing member of SMPIII (AIV I), may be deemed to have shared power to vote SCIII (