

Conine Steven
Form 4
October 31, 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 *
Conine Steven

(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)
10/29/2018

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)
Co-Founder

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | Code V | Amount (A) or (D) Price | | |
| Class A Common Stock | 10/29/2018 | | S ⁽¹⁾ | 373 | D 100.97 (2) | 64,415 | D |
| Class A Common Stock | 10/29/2018 | | S ⁽¹⁾ | 1,400 | D 102.33 (3) | 63,015 | D |
| Class A Common Stock | 10/29/2018 | | S ⁽¹⁾ | 400 | D 103.46 (4) | 62,615 | D |
| Class A Common | 10/29/2018 | | S ⁽¹⁾ | 1,400 | D \$ 61,215 104.62 | | D |

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| | | | | | | | | |
|----------------------------|------------|--|-------------|-------|---|--------------|--------|---|
| Stock | | | | | | <u>(5)</u> | | |
| Class A Common Stock | 10/29/2018 | | <u>S(1)</u> | 1,467 | D | \$ 105.77 | 59,748 | D |
| | | | | | | <u>(6)</u> | | |
| Class A Common Stock | 10/29/2018 | | <u>S(1)</u> | 300 | D | \$ 106.86 | 59,448 | D |
| | | | | | | <u>(7)</u> | | |
| Class A Common Stock | 10/29/2018 | | <u>S(1)</u> | 700 | D | \$ 108.22 | 58,748 | D |
| | | | | | | <u>(8)</u> | | |
| Class A Common Stock | 10/29/2018 | | <u>S(1)</u> | 1,000 | D | \$ 109.98 | 57,748 | D |
| | | | | | | <u>(9)</u> | | |
| Class A Common Stock | 10/29/2018 | | <u>S(1)</u> | 700 | D | \$ 110.71 | 57,048 | D |
| | | | | | | <u>(10)</u> | | |
| Class A Common Stock | 10/29/2018 | | <u>S(1)</u> | 1,484 | D | \$ 111.81 | 55,564 | D |
| | | | | | | <u>(11)</u> | | |
| Class A Common Stock | 10/29/2018 | | <u>S(1)</u> | 200 | D | \$ 112.69 | 55,364 | D |
| | | | | | | <u>(12)</u> | | |
| Class A Common Stock | 10/31/2018 | | <u>S(1)</u> | 1,401 | D | \$ 112.17 | 53,963 | D |
| | | | | | | <u>(13)</u> | | |
| Class A Common Stock | 10/31/2018 | | <u>S(1)</u> | 100 | D | \$ 113 | 53,863 | 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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|--|

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The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$107.84 to \$108.58, inclusive. The reporting person undertakes to provide to Wayfair Inc., any security holder of Wayfair Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$109.22 to \$110.17, inclusive. The reporting person undertakes to provide to Wayfair Inc., any security holder of Wayfair Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$110.30 to \$111.24, inclusive. The reporting person undertakes to provide to Wayfair Inc., any security holder of Wayfair Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(11) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$111.37 to \$112.24, inclusive. The reporting person undertakes to provide to Wayfair Inc., any security holder of Wayfair Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(12) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$112.52 to \$112.85, inclusive. The reporting person undertakes to provide to Wayfair Inc., any security holder of Wayfair Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(13) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$112.00 to \$112.81, inclusive. The reporting person undertakes to provide to Wayfair Inc., any security holder of Wayfair Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

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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