

Wayfair Inc.
Form 4
January 05, 2015

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 *
Battery Investment Partners IX, LLC

2. Issuer Name and Ticker or Trading Symbol
Wayfair Inc. [W]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O BATTERY VENTURES, ONE
MARINA PARK DRIVE, SUITE
1100

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2014

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

BOSTON, MA 02210

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

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
Class A Common Stock	12/31/2014		C	V	Amount (A) or (D) Price 3,799,673 A 1 3,799,673	I	See footnote (2) (3)
Class A Common Stock	12/31/2014		C	V	Amount (A) or (D) Price 37,992 A 1 37,992	I	See footnote (3) (4)

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

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number.

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	<u>(1)</u>	12/31/2014		C	3,799,673	<u>(1)</u> <u>(1)</u>	Class A Common Stock 3,799,673
Class B Common Stock	<u>(1)</u>	12/31/2014		C	37,992	<u>(1)</u> <u>(1)</u>	Class A Common Stock 37,992

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Battery Investment Partners IX, LLC C/O BATTERY VENTURES ONE MARINA PARK DRIVE, SUITE 1100 BOSTON, MA 02210		X		
Battery Partners IX (AIV I), LLC C/O BATTERY VENTURES ONE MARINA PARK DRIVE, SUITE 1100 BOSTON, MA 02210		X		
Battery Partners IX, LLC C/O BATTERY VENTURES ONE MARINA PARK DRIVE, SUITE 1100 BOSTON, MA 02210		X		
Battery Ventures IX (AIV I), L.P. C/O BATTERY VENTURES ONE MARINA PARK DRIVE, SUITE 1100 BOSTON, MA 02210		X		

Signatures

/s/ Christopher Shiavo, as attorney-in-fact for Battery Investment Partners IX, LLC

01/05/2015

**Signature of Reporting Person

Date

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/s/ Christopher Schiavo, as attorney-in-fact for Battery Partners IX (AIV I), LLC	01/05/2015
**Signature of Reporting Person	Date
/s/ Christopher Schiavo, as attorney-in-fact for Battery Partners IX, LLC	01/05/2015
**Signature of Reporting Person	Date
/s/ Christopher Schiavo, as attorney-in-fact for Battery Ventures IX (AIV I), L.P.	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 shares are held by Battery Ventures IX (AIV I), L.P. ("Battery Ventures IX (AIV) I").

The sole general partner of Battery Ventures IX (AIV I) is Battery Partners IX (AIV I), LLC. The sole managing member of Battery Investment Partners IX, LLC ("BIP IX") is Battery Partners IX, LLC. Battery Partners IX (AIV I), LLC's and Battery Partners IX, LLC's investment advisor is Battery Management Corp. (together with Battery Partners IX (AIV I), LLC and Battery Partners IX, LLC, the "Battery Companies"). Neeraj Agrawal, Michael Brown, Thomas J. Crotty, Jesse Feldman, Richard D. Frisbie, Kenneth P. Lawler, Roger H. Lee, R. David Tabors and Scott R. Tobin are the managing members and officers of the Battery Companies and may be deemed to share voting and dispositive power over the shares held by Battery Ventures IX (AIV I) and BIP IX.
 - (4) These shares are held by BIP IX.

Remarks:

The reporting persons may be deemed to beneficially own more than 10% of the Issuer's Class A Common Stock, which is the

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