

Wayfair Inc.
Form 4
October 06, 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 *
VIKING GLOBAL INVESTORS LP

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)
55 RAILROAD AVENUE
(Street)
GREENWICH, CT 06830
(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
10/02/2014

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

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

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 Indirect Ownership (Instr. 4)
Class A Common Stock	10/02/2014		P	400,000 A <u>(9)</u>	1,750,236	I	See Explanation of Responses <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u>
Class A Common Stock	10/02/2014		P	79,250 A <u>(10)</u>	1,750,236	I	See Explanation of Responses <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u>
Class A Common	10/02/2014		P	99,621 A <u>(9)</u>	427,215	D <u>(6)</u> <u>(7)</u>	

Stock

Class A

Common 10/02/2014 P 5,840 A (10) 25,054 D (6) (8)
 Stock

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VIKING GLOBAL INVESTORS LP 55 RAILROAD AVENUE GREENWICH, CT 06830		X		
Viking Global Equities LP 55 RAILROAD AVENUE GREENWICH, CT 06830		X		
Viking Global Equities II LP 55 RAILROAD AVENUE GREENWICH, CT 06830		X		

Signatures

/s/ O. ANDREAS HALVORSEN, as authorized signatory of VIKING GLOBAL INVESTORS LP and VIKING GLOBAL PERFORMANCE LLC for and on behalf of VIKING GLOBAL EQUITIES LP and VIKING GLOBAL EQUITIES II LP (11)

10/06/2014

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) O. Andreas Halvorsen, David C. Ott, Thomas W. Purcell, Jr. and Daniel S. Sundheim are Executive Committee members of certain management entities including Viking Global Investors LP ("VGI"), Viking Global Performance LLC ("VGP") and Viking Long Fund GP LLC ("VLFGP"). VGI provides managerial services to various investment funds including Viking Global Equities LP ("VGE"), Viking Global Equities II LP ("VGE II" and, together with VGI and VGE, the "Reporting Persons") and VGE III Portfolio Ltd. ("VGE III"). VGP is the general partner of VGE and VGE II and the investment manager of VGE III. VLFGP serves as the investment manager of Viking Long Fund Master Ltd. ("VLFM" and, together with VGE, VGE II and VGE III, the "Viking Funds").
- (2) Each of VGP, VLFGP, VGE III, VLFM, O. Andreas Halvorsen, David C. Ott, Thomas W. Purcell, Jr. and Daniel S. Sundheim may be deemed to have been beneficial owners of shares reported on this form, but do not yet have the necessary filing codes to be included as a "Reporting Person". These entities and individuals are in the process of applying for the necessary filing codes and will file as "Reporting Persons" as soon as such codes have been obtained.
- (3) VGI provides managerial services to (i) VGE, which directly holds 99,621 shares of Class A common stock and 327,594 shares of Class B common stock; (ii) VGE II, which directly holds 5,840 shares of Class A common stock and 19,214 shares of Class B common stock; (iii) VGE III, which directly holds 186,679 shares of Class A common stock and 613,877 shares of Class B common stock; and (iv) VLFM, which directly holds 187,110 shares of Class A common stock and 310,301 shares of Class B common stock. Because of the relationships between VGI and the Viking Funds, VGI may be deemed to beneficially own the shares of Class A common stock and Class B common stock directly held by the Viking Funds.
- (4) VGP is the general partner of VGE and VGE II and the investment manager of VGE III. Because of the relationships between VGP and VGE, VGE II and VGE III, respectively, VGP may be deemed to beneficially own the shares of Class A common stock and Class B common stock directly held by VGE, VGE II and VGE III.
- (5) VLFGP serves as the investment manager of VLFM. Because of the relationship between VLFGP and VLFM, VLFGP may be deemed to beneficially own the shares of Class A common stock and Class B common stock directly held by VLFM.
- (6) The Reporting Persons disclaim beneficial ownership of these securities except to the extent of their pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purpose.
- (7) VGE directly holds 99,621 shares of Class A common stock and 327,594 shares of Class B common stock.
- (8) VGE II directly holds 5,840 shares of Class A common stock and 19,214 shares of Class B common stock.
- (9) On October 2, 2014, the Viking Funds acquired an aggregate of 400,000 shares of Class A common stock at a price of \$29.00 per share in connection with the Issuer's initial public offering. 99,621 of such shares of Class A common stock were acquired by VGE.
- (10) On October 2, 2014, the Viking Funds acquired an aggregate of 25,000 shares of Class A common stock at a price per share of \$36.00 and 54,250 shares of Class A common stock at a price per share of \$35.53 in open-market transactions. 5,840 of the shares of Class A common stock acquired at a price per share of \$35.53 were acquired by VGE II.

Remarks:

(11) The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act.

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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