

Wayfair Inc.
Form 4
May 15, 2017

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 *
GREAT HILL EQUITY PARTNERS IV LP

(Last) (First) (Middle)

C/O GREAT HILL PARTNERS LLC, 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)
05/11/2017

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)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	05/11/2017		J ⁽¹⁾		997,236	D	\$ 0
					5,144,660	D	(2) (3)
Class A Common Stock	05/11/2017		J ⁽¹⁾		223,390	A	\$ 0
					223,390	D	(2) (4)
Class A Common Stock	05/11/2017		J ⁽¹⁾		202	A	\$ 0
					202	D	(2) (5)
Class A Common	05/11/2017		J ⁽¹⁾		202	A	\$ 0
					202	D	(2) (6)

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Stock

Class A

Common 05/11/2017 J⁽¹⁾ 201 A \$ 0 201 D ⁽²⁾ ⁽⁷⁾
 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
GREAT HILL EQUITY PARTNERS IV LP C/O GREAT HILL PARTNERS LLC ONE LIBERTY SQUARE BOSTON, MA 02109		X		
GHP IV, LLC C/O GREAT HILL PARTNERS, LLC ONE LIBERTY SQUARE BOSTON, MA 02109		X		
Great Hill Partners GP IV, L.P. C/O GREAT HILL PARTNERS, LLC ONE LIBERTY SQUARE BOSTON, MA 02109		X		
GAFFNEY CHRISTOPHER S ONE LIBERTY SQ		X		

BOSTON, MA 02109

HAYES JOHN G
110 GREEN ST X
CANTON, MA 02021

Kumin Michael Andrew
GREAT HILL PARTNERS,LLC X X
ONE LIBERTY SQUARE
BOSTON, MA 02109

Taber Mark D.
C/O GREAT HILL PARTNERS X
ONE LIBERTY SQUARE
BOSTON, MA 02109

Vettel Matthew T
ONE LIBERTY SQUARE, 13TH FLOOR X
BOSTON, MA 02109

Signatures

/s/ Laurie T. Gerber, as attorney-in-fact of Great Hill Equity Partners IV, L.P. 05/15/2017

__Signature of Reporting Person Date

/s/ Laurie T. Gerber, as attorney-in-fact of GHP IV, LLC 05/15/2017

__Signature of Reporting Person Date

/s/ Laurie T. Gerber, as attorney-in-fact of Great Hill Partners GP IV, L.P. 05/15/2017

__Signature of Reporting Person Date

/s/ Laurie T. Gerber, as attorney-in-fact for Christopher S. Gaffney 05/15/2017

__Signature of Reporting Person Date

/s/ Laurie T. Gerber, as attorney-in-fact for John G. Hayes 05/15/2017

__Signature of Reporting Person Date

/s/ Laurie T. Gerber, as attorney-in-fact for Michael A. Kumin 05/15/2017

__Signature of Reporting Person Date

/s/ Laurie T. Gerber, as attorney-in-fact for Mark D. Taber 05/15/2017

__Signature of Reporting Person Date

/s/ Laurie T. Gerber, as attorney-in-fact for Matthew T. Vettel 05/15/2017

__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).

Great Hill Equity Partners IV, L.P made a pro rata distribution for no consideration of an aggregate of 997,236 shares of Class A
(1) Common Stock of Wayfair Inc., 223,390 of which were distributed to its general partner, and 773,846 of which were distributed to its limited partners, on May 11, 2017.

(2)

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This report is filed jointly by 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.

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

(3) 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.

These securities are owned by Great Hill Partners GP IV, L.P., 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

(4) 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.

(5) These securities are owned by Christopher S. Gaffney

(6) These securities are owned by John G. Hayes

(7) These securities are owned by Matthew Vettel.

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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