

Wayfair Inc.
Form 4
May 24, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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)
05/22/2017

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)

See Remarks

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 Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | |
| Class A Common Stock | 05/22/2017 | | J ⁽¹⁾ | | 223,390 | D | \$ 0 0 | D ⁽²⁾ ⁽³⁾ |
| Class A Common Stock | 05/22/2017 | | J ⁽¹⁾ | | 32,795 | A | \$ 0 32,997 | D ⁽²⁾ ⁽⁴⁾ |
| Class A Common Stock | 05/22/2017 | | J ⁽¹⁾ | | 27,653 | A | \$ 0 27,855 | D ⁽²⁾ ⁽⁵⁾ |
| Class A Common | 05/22/2017 | | J ⁽¹⁾ | | 25,401 | A | \$ 0 25,401 | D ⁽²⁾ ⁽⁶⁾ |

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| | | | | | | | | | |
|----------------------------|------------|--------------|---------|---|-------|-----------|--------------------------|---|--|
| Stock | | | | | | | | | |
| Class A Common Stock | 05/22/2017 | <u>J(1)</u> | 20,728 | A | \$ 0 | 20,728 | D <u>(2)</u> <u>(7)</u> | | |
| Class A Common Stock | 05/22/2017 | <u>J(1)</u> | 27,791 | A | \$ 0 | 27,992 | D <u>(2)</u> <u>(8)</u> | | |
| Class A Common Stock | 05/22/2017 | <u>J(1)</u> | 30,849 | A | \$ 0 | 30,849 | I <u>(2)</u> | By Blue Hill Capital, LLC <u>(9)</u> | |
| Class A Common Stock | 05/22/2017 | <u>J(1)</u> | 20,704 | A | \$ 0 | 20,704 | I <u>(2)</u> | By Dakota Capital, LLC <u>(10)</u> | |
| Class A Common Stock | 05/22/2017 | <u>J(1)</u> | 25,707 | A | \$ 0 | 25,707 | I <u>(2)</u> | By UBMB, LLC <u>(11)</u> | |
| Class A Common Stock | 05/22/2017 | S | 2,720 | D | \$ 63 | 14,031 | D <u>(2)</u> <u>(12)</u> | | |
| Class A Common Stock | 05/23/2017 | <u>J(13)</u> | 997,214 | D | \$ 0 | 4,147,446 | D <u>(2)</u> <u>(14)</u> | | |
| Class A Common Stock | 05/23/2017 | <u>J(13)</u> | 223,368 | A | \$ 0 | 223,368 | D <u>(2)</u> <u>(3)</u> | | |
| Class A Common Stock | 05/23/2017 | <u>J(13)</u> | 202 | A | \$ 0 | 33,199 | D <u>(2)</u> <u>(4)</u> | | |
| Class A Common Stock | 05/23/2017 | <u>J(13)</u> | 202 | A | \$ 0 | 28,057 | D <u>(2)</u> <u>(5)</u> | | |
| Class A Common Stock | 05/23/2017 | <u>J(13)</u> | 201 | A | \$ 0 | 28,193 | D <u>(2)</u> <u>(8)</u> | | |
| Class A Common Stock | 05/24/2017 | <u>J(15)</u> | 223,368 | D | \$ 0 | 0 | D <u>(2)</u> <u>(3)</u> | | |
| Class A Common Stock | 05/24/2017 | <u>J(15)</u> | 31,863 | A | \$ 0 | 65,062 | D <u>(2)</u> <u>(4)</u> | | |
| Class A Common Stock | 05/24/2017 | <u>J(15)</u> | 26,909 | A | \$ 0 | 54,966 | D <u>(2)</u> <u>(5)</u> | | |

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| | | | | | | | | | |
|----------------------------|------------|--|-------------------|--------|---|-------------------------------|--------|----------------------------------|---|
| Class A Common Stock | 05/24/2017 | | J ⁽¹⁵⁾ | 25,398 | A | \$ 0 | 50,799 | D ⁽²⁾ ⁽⁶⁾ | |
| Class A Common Stock | 05/24/2017 | | J ⁽¹⁵⁾ | 20,725 | A | \$ 0 | 41,453 | D ⁽²⁾ ⁽⁷⁾ | |
| Class A Common Stock | 05/24/2017 | | J ⁽¹⁵⁾ | 26,860 | A | \$ 0 | 54,852 | D ⁽²⁾ ⁽⁸⁾ | |
| Class A Common Stock | 05/24/2017 | | J ⁽¹⁵⁾ | 29,731 | A | \$ 0 | 60,580 | I ⁽²⁾ | By Blue Hill Capital, LLC ⁽⁹⁾ |
| Class A Common Stock | 05/24/2017 | | J ⁽¹⁵⁾ | 19,772 | A | \$ 0 | 40,476 | I ⁽²⁾ | By Dakota Capital, LLC ⁽¹⁰⁾ |
| Class A Common Stock | 05/24/2017 | | J ⁽¹⁵⁾ | 24,777 | A | \$ 0 | 50,484 | I ⁽²⁾ | By UBMB, LLC ⁽¹¹⁾ |
| Class A Common Stock | 05/24/2017 | | S | 2,720 | D | \$ 63.3 ⁽¹⁶⁾ | 11,311 | D ⁽²⁾ ⁽¹²⁾ | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) (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. Nu Deriv Secur Benef Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

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 | | See Remarks |
| GREAT HILL INVESTORS LLC ONE LIBERTY SQ BOSTON, MA 02109 | | X | | See Remarks |
| GHP IV, LLC C/O GREAT HILL PARTNERS, LLC ONE LIBERTY SQUARE BOSTON, MA 02109 | | X | | See Remarks |
| Great Hill Partners GP IV, L.P. C/O GREAT HILL PARTNERS, LLC ONE LIBERTY SQUARE BOSTON, MA 02109 | | X | | See Remarks |
| GAFFNEY CHRISTOPHER S ONE LIBERTY SQ BOSTON, MA 02109 | | X | | See Remarks |
| HAYES JOHN G 110 GREEN ST CANTON, MA 02021 | | X | | See Remarks |
| Kumin Michael Andrew GREAT HILL PARTNERS,LLC ONE LIBERTY SQUARE BOSTON, MA 02109 | X | X | | See Remarks |
| Taber Mark D. C/O GREAT HILL PARTNERS ONE LIBERTY SQUARE BOSTON, MA 02109 | | X | | See Remarks |
| Vettel Matthew T ONE LIBERTY SQUARE, 13TH FLOOR BOSTON, MA 02109 | | X | | See Remarks |

Signatures

| | |
|---|------------|
| /s/ Laurie T. Gerber, as attorney-in-fact of Great Hill Equity Partners IV, L.P. | 05/24/2017 |
| __Signature of Reporting Person | Date |
| /s/ Laurie T. Gerber, as attorney-in-fact of Great Hill Investors, LLC | 05/24/2017 |
| __Signature of Reporting Person | Date |
| /s/ Laurie T. Gerber, as attorney-in-fact of GHP IV, LLC | 05/24/2017 |

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| __Signature of Reporting Person | Date |
|--|------------|
| /s/ Laurie T. Gerber, as attorney-in-fact of Great Hill Partners GP IV, L.P. | 05/24/2017 |
| __Signature of Reporting Person | Date |
| /s/ Laurie T. Gerber, as attorney-in-fact for Christopher S. Gaffney | 05/24/2017 |
| __Signature of Reporting Person | Date |
| /s/ Laurie T. Gerber, as attorney-in-fact for John G. Hayes | 05/24/2017 |
| __Signature of Reporting Person | Date |
| /s/ Laurie T. Gerber, as attorney-in-fact for Michael A. Kumin | 05/24/2017 |
| __Signature of Reporting Person | Date |
| /s/ Laurie T. Gerber, as attorney-in-fact for Mark D. Taber | 05/24/2017 |
| __Signature of Reporting Person | Date |
| /s/ Laurie T. Gerber, as attorney-in-fact for Matthew T. Vettel | 05/24/2017 |
| __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).
- (1) Great Hill Partners GP IV, L.P. made a pro rata distribution for no consideration of an aggregate of 223,390 shares of Class A Common Stock of Wayfair Inc. to its limited partners on May 22, 2017.
- (2) This report is filed jointly by Great Hill Investors, LLC, 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 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 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.
- (3) 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.
- (4) These securities are owned by Christopher S. Gaffney
- (5) These securities are owned by John G. Hayes.
- (6) These securities are owned by Michael A. Kumin.
- (7) These securities are owned by Mark D. Taber.
- (8) These securities are owned by Matthew T. Vettel.
- (9) Blue Hill Capital, LLC is controlled by John G. Hayes and, as such, he may be deemed to indirectly beneficially own these securities. Mr. Hayes disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- (10) Dakota Capital, LLC is controlled by Matthew T. Vettel and, as such, he may be deemed to indirectly beneficially own these securities. Mr. Vettel disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- (11) UBMB, LLC is controlled by Christopher S. Gaffney and, as such, he may be deemed to indirectly beneficially own these securities. Mr. Gaffney disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
 These securities are owned by Great Hill Investors, LLC. Great Hill Investors, LLC is controlled by 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 Investors, LLC. Each of Messrs. Gaffney, Hayes, Kumin, Taber and Vettel disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- (12) Great Hill Equity Partners IV, L.P made a pro rata distribution for no consideration of an aggregate of 997,214 shares of Class A Common Stock of Wayfair Inc., 223,368 of which were distributed to its general partner, and 773,846 of which were distributed to its limited partners, on May 23, 2017.

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- (14) 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 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.
- (15) Great Hill Partners GP IV, L.P. made a pro rata distribution for no consideration of an aggregate of 223,368 shares of Class A Common Stock of Wayfair Inc. to its limited partners on May 24, 2017.
- (16) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$63.30 to \$63.33, 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.

Remarks:

Following the transactions reported in this Form 4, Great Hill Investors, LLC, Great Hill Equity Partners IV, L.P., GHP IV, LLC

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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