

Mulliken John Champlin
Form 4
December 18, 2018

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Mulliken John Champlin

(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)

12/15/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Technology Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	10/18/2018		G ⁽¹⁾	V	1,612	D	\$ 0	6,614	D	
Class A Common Stock	10/18/2018		G ⁽¹⁾	V	1,612	A	\$ 0	205,064	I	By Revocable Trust
Class A Common Stock	12/15/2018		M		2,500	A	\$ 0	9,114	D	
Class A Common	12/15/2018		M		451	A	\$ 0	9,565	D	

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Stock

Class A Common Stock	12/15/2018	M	5,000	A	\$ 0	14,565	D
Class A Common Stock	12/15/2018	M	2,500	A	\$ 0	17,065	D
Class A Common Stock	12/17/2018	S ⁽²⁾	1,585	D	\$ 99.62 ⁽³⁾	15,480	D
Class A Common Stock	12/17/2018	S ⁽²⁾	3,330	D	\$ 100.48 ⁽⁴⁾	12,150	D

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

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SEC 1474
(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. Pr Deriv Secu (Instr		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units ("RSUs")	(5)	12/15/2018		M		2,500		(6)	(6)	Class A Common Stock	2,500	\$
Restricted Stock Units ("RSUs")	(5)	12/15/2018		M		451		(7)	(7)	Class A Common Stock	451	\$
Restricted Stock Units ("RSUs")	(5)	12/15/2018		M		5,000		(8)	(8)	Class A Common Stock	5,000	\$

Restricted
Stock
Units
("RSUs")

(5)

12/15/2018

M

2,500

(9)

(9)

Class A
Common Stock 2,500 \$

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Mulliken John Champlin
C/O WAYFAIR INC., 4 COPLEY PLACE, 7TH FL
BOSTON, MA 02116

Chief Technology Officer

Signatures

/s/ Enrique Colbert, Attorney-in-fact for John Champlin
Mulliken

12/18/2018

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) Represents a transfer to a revocable trust. The reporting person is the trustee of the revocable trust.
- (2) Represents the number of shares required to be sold by the reporting person to cover tax withholding obligations in connection with the vesting of the RSUs listed in Table II and does not represent a discretionary trade by the reporting person.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$99.26 to \$100.25, 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.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$100.26 to \$100.627, 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.
- (4) Each RSU represents a contingent right to receive one share of Class A Common Stock when vested.
- (5) These RSUs vest upon the satisfaction of a service condition. The service condition is satisfied as to 20% of the shares on March 15, 2016 and as to an additional 5% of the shares for each 3-month period of continuous service thereafter.
- (6) These RSUs vest upon the satisfaction of a service condition and have no expiration date. The service condition is satisfied as to 1/5th of the shares on September 15, 2016 and as to an additional 1/20th of the shares for every three months of continuous service thereafter.
- (7) These RSUs vest upon the satisfaction of a service condition and have no expiration date. The service condition is satisfied as to 1/5th of the shares on March 15, 2017 and as to an additional 1/20th of the shares for every three months of continuous service thereafter.
- (8) These RSUs vest upon the satisfaction of a service condition and an event condition and have no expiration date. The service condition is satisfied as to 1/5th of the shares on March 15, 2018 and as to an additional 1/20th of the shares for every three months of continuous service thereafter.
- (9) These RSUs vest upon the satisfaction of a service condition and an event condition and have no expiration date. The service condition is satisfied as to 1/5th of the shares on March 15, 2018 and as to an additional 1/20th of the shares for every three months of continuous service thereafter.

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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