Shah Niraj Form 4 November 15, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Shah Niraj			2. Issuer Name and Ticker or Trading Symbol Wayfair Inc. [W]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	rst) (Middle)	3. Date of Earliest Transaction	(Check an appreciate)		
C/O WAYFAIR INC., 4 COPLEY PLACE, 7TH FL		COPLEY	(Month/Day/Year) 11/14/2017	_X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below) Chief Executive Officer		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
BOSTON, MA	. 02116		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State) (Z	(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. Transactio Code (Instr. 8)	4. Securities Acquired on(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	11/14/2017		Code V	Amount 40,000	(D)	Price (1)	61,642	D		
Class A Common Stock	11/14/2017		G(2) V	40,000	D	\$ 0	21,642	D		
Class A Common Stock	11/15/2017		C	2,500	A	<u>(1)</u>	24,142	D		
Class A Common	11/15/2017		S(3)	1,228	D	\$ 64	22,914	D		

Stock

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.

Deletionships

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 orDerivative 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)	
	Security			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	(1)	11/14/2017		C		40,000	(1)	<u>(1)</u>	Class A Common Stock	40,000
Restricted Stock Units ("RSUs")	<u>(4)</u>	11/15/2017		M		2,500	<u>(5)</u>	<u>(5)</u>	Class B Common Stock	2,500
Class B Common Stock	(1)	11/15/2017		M	2,500		<u>(1)</u>	<u>(1)</u>	Class A Common Stock	2,500
Class B Common Stock	<u>(1)</u>	11/15/2017		C		2,500	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	2,500

Reporting Owners

Reporting Owner Name / Address	Kelationships						
1	Director	10% Owner	Officer	Other			
Shah Niraj C/O WAYFAIR INC., 4 COPLEY PLACE, 7TH FL BOSTON, MA 02116	X	X	Chief Executive Officer				
Signatures							
/s/ Enrique Colbert, Attorney-in-fact for Niraj Shah		11/15/2017					
**Signature of Reporting Person	Date						

Reporting Owners 2

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).

Each share of Class B Common Stock is convertible at any time at the option of the holder into one share of Class A Common Stock and has no expiration date. 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 were transferred to a donor advised charitable trust.
- (3) 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.
- (4) Each RSU represents a contingent right to receive one share of Class B Common Stock when vested.
- 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 October 15, 2014 and as to an additional 1/60th of the shares for each month of continuous service thereafter. The event condition was satisfied on the closing of the issuer's initial public offering of Class A Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.