Mulliken John Champlin Form 4 January 23, 2018

FORM 4

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

OMB Number: 3235-0287

Estimated average

burden hours per

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations may continue.

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

response...

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Perso Mulliken John Champlin	2. Issuer Name and Ticker or Trading Symbol Wayfair Inc. [W]	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle C/O WAYFAIR INC., 4 COPLE)	3. Date of Earliest Transaction (Month/Day/Year)	(Check all applicable) Director 10% OwnerX_ Officer (give title Other (specify below) below)			
PLACE, 7TH FL		Chief Technology Officer			
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
BOSTON, MA 02116		Form filed by More than One Reporting Person			
(City) (State) (Zip)	Table I - Non-Derivative Securities Acq	quired, Disposed of, or Beneficially Owned			
(Instr. 3) any	Deemed 3. 4. Securities Acquired cution Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) onth/Day/Year) (Instr. 8)	5. Amount of 6. 7. Nature of Securities Ownership Indirect Beneficially Form: Beneficial Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (I) Transaction(s) (Instr. 4)			

1.11the of	2. Transaction Date	ZA. Deemed	5. 4. Securities Acquired				cquirea	3. Alliount of	o. /. Nature of		
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D)			Securities	Ownership	Indirect			
(Instr. 3)		any	Code (Instr. 3, 4 and 5)			Beneficially	Form:	Beneficial			
		(Month/Day/Year)	(Instr.		(A) or			Owned Following Reported Transaction(s) (Instr. 3 and 4)	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
			Code	V	Amount	(D)	Price	()			
Class A Common Stock	01/19/2018		G <u>(1)</u>	V	1,290	D	\$ 0	6,714	D		
Class A Common Stock	01/19/2018		G <u>(1)</u>	V	1,290	A	\$ 0	181,371	I	By Revocable Trust	
Class A Common Stock	01/22/2018		S(2)		5,000	D	\$ 90.08 (3)	176,371	I	By Revocable Trust	

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

Edgar Filing: Mulliken John Champlin - Form 4

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.

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Da	ate	Amoun	it of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Owne
	Security				Acquired						Follo
	-				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manust		
									Amount		
						Date	Expiration		or N		
						Exercisable	Date		Number		
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

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

01/23/2018

**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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted 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 \$90.00 to \$90.52, 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.

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.

Reporting Owners 2