

Wayfair Inc.
Form 4
May 25, 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 *
HARBOURVEST PARTNERS 2007
DIRECT ASSOCIATES L.P.

(Last) (First) (Middle)

C/O HARBOURVEST PARTNERS
LLC, ONE FINANCIAL CENTER

(Street)

BOSTON, MA 02111

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Wayfair Inc. [W]

3. Date of Earliest Transaction
(Month/Day/Year)
05/23/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
___ Officer (give title below) ___X___ 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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----------|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Class A Common Stock | 05/23/2017 | | S | 10,290 | D | 9 | 680,365 | D (1) (2) |
| Class A Common Stock | 05/23/2017 | | S | 7,672 | D | 9 | 507,272 | D (3) (4) |
| Class A Common Stock | 05/23/2017 | | S | 15,344 | D | 9 | 1,014,545 | D (5) (6) |
| Class A Common | 05/23/2017 | | S | 786 | D | 9 | 51,944 | D (7) (8) |

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| | | | | | | | | |
|----------------------------|------------|--|---|--------|---|-------------|---------|-------------------------|
| Stock | | | | | | | | |
| Class A Common Stock | 05/24/2017 | | S | 22,015 | D | <u>(10)</u> | 658,350 | D <u>(1)</u> <u>(2)</u> |
| Class A Common Stock | 05/24/2017 | | S | 35,333 | D | <u>(11)</u> | 623,017 | D <u>(1)</u> <u>(2)</u> |
| Class A Common Stock | 05/24/2017 | | S | 16,413 | D | <u>(10)</u> | 490,859 | D <u>(3)</u> <u>(4)</u> |
| Class A Common Stock | 05/24/2017 | | S | 26,345 | D | <u>(11)</u> | 464,514 | D <u>(3)</u> <u>(4)</u> |
| Class A Common Stock | 05/24/2017 | | S | 32,836 | D | <u>(10)</u> | 981,709 | D <u>(5)</u> <u>(6)</u> |
| Class A Common Stock | 05/24/2017 | | S | 52,680 | D | <u>(11)</u> | 929,029 | D <u>(5)</u> <u>(6)</u> |
| Class A Common Stock | 05/24/2017 | | S | 1,681 | D | <u>(10)</u> | 50,263 | D <u>(7)</u> <u>(8)</u> |
| Class A Common Stock | 05/24/2017 | | S | 2,697 | D | <u>(11)</u> | 47,566 | D <u>(7)</u> <u>(8)</u> |

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.

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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 |
| HARBOURVEST PARTNERS 2007 DIRECT ASSOCIATES L.P. C/O HARBOURVEST PARTNERS LLC ONE FINANCIAL CENTER BOSTON, MA 02111 | | | | See Remarks |
| HARBOURVEST PARTNERS 2007 DIRECT ASSOCIATES LLC C/O HARBOURVEST PARTNERS LLC ONE FINANCIAL CENTER BOSTON, MA 02111 | | | | (see remarks) |
| HARBOURVEST PARTNERS 2007 DIRECT FUND L.P. C/O HARBOURVEST PARTNERS LLC ONE FINANCIAL CENTER BOSTON, MA 02111 | | | | (see remarks) |
| HARBOURVEST PARTNERS LLC C/O HARBOURVEST PARTNERS LLC ONE FINANCIAL CENTER BOSTON, MA 02111 | | | | (see remarks) |
| HARBOURVEST PARTNERS VIII-VENTURE ASSOCIATES L.P. C/O HARBOURVEST PARTNERS LLC ONE FINANCIAL CENTER BOSTON, MA 02111 | | | | (see remarks) |
| HARBOURVEST PARTNERS VIII-VENTURE ASSOCIATES LLC C/O HARBOURVEST PARTNERS LLC ONE FINANCIAL CENTER BOSTON, MA 02111 | | | | (see remarks) |
| HarbourVest Partners VIII-Venture Fund L.P. C/O HARBOURVEST PARTNERS LLC ONE FINANCIAL CENTER BOSTON, MA 02111 | | | | (see remarks) |
| HarbourVest Partners/NYSTRS Co-Investment Fund L.P. C/O HARBOURVEST PARTNERS LLC ONE FINANCIAL CENTER BOSTON, MA 02111 | | | | (see remarks) |
| HIPEP VI Select Associates L.P. C/O HARBOURVEST PARTNERS LLC ONE FINANCIAL CENTER BOSTON, MA 02111 | | | | (see remarks) |
| | | | | (see remarks) |

HIPEP VI Select Associates LLC
 C/O HARBOURVEST PARTNERS LLC
 ONE FINANCIAL CENTER
 BOSTON, MA 02111

Signatures

| | |
|---|------------|
| HarbourVest 2007 Direct Associates L.P., By: HarbourVest 2007 Direct Associates LLC, its GP; By: HarbourVest Partners, LLC, its Managing Member; By: /s/ Danielle Green, Chief Compliance Officer | 05/25/2017 |
| __Signature of Reporting Person | Date |
| HarbourVest 2007 Direct Associates LLC, By: HarbourVest Partners, LLC, its Managing Member; By: /s/ Danielle Green, Chief Compliance Officer | 05/25/2017 |
| __Signature of Reporting Person | Date |
| HarbourVest Partners 2007 Direct Fund L.P., By: HarbourVest 2007 Direct Associates L.P., its GP; By: HarbourVest 2007 Direct Associates LLC, its GP; By: HarbourVest Partners, LLC, its Managing Member; By: /s/ Danielle Green, Chief Compliance Officer | 05/25/2017 |
| __Signature of Reporting Person | Date |
| HarbourVest Partners, LLC, By: /s/ Danielle Green, Chief Compliance Officer | 05/25/2017 |
| __Signature of Reporting Person | Date |
| HarbourVest VIII-Venture Associates L.P., By: HarbourVest VIII-Venture Associates LLC, its GP; By: HarbourVest Partners, LLC, its Managing Member; By: /s/ Danielle Green, Chief Compliance Officer | 05/25/2017 |
| __Signature of Reporting Person | Date |
| HarbourVest VIII-Venture Associates LLC, By: HarbourVest Partners, LLC, its Managing Member; By: /s/ Danielle Green, Chief Compliance Officer | 05/25/2017 |
| __Signature of Reporting Person | Date |
| HarbourVest Partners VIII-Venture Fund, L.P., By: HarbourVest VIII-Venture Associates L.P., its GP; By: HarbourVest VIII-Venture Associates LLC, its GP; By: HarbourVest Partners, LLC, its Managing Member; By: /s/ Danielle Green, Chief Compliance Officer | 05/25/2017 |
| __Signature of Reporting Person | Date |
| HarbourVest/NYSTRS Co-Invest Fund L.P.: By: HIPEP VI Select Associates L.P., its GP; By: HIPEP VI Select Associates LLC, its GP; By: HarbourVest Partners, LLC, its Managing Member; By: /s/ Danielle Green, Chief Compliance Officer | 05/25/2017 |
| __Signature of Reporting Person | Date |
| HIPEP VI Select Associates L.P., By: HIPEP VI Select Associates LLC, its GP; By: HarbourVest Partners, LLC, its Managing Member; By: /s/ Danielle Green, Chief Compliance Officer | 05/25/2017 |
| __Signature of Reporting Person | Date |
| HIPEP VI Select Associates LLC, By: HarbourVest Partners, LLC, its Managing Member; By: /s/ Danielle Green, Chief Compliance Officer | 05/25/2017 |
| __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) These securities are owned solely by HarbourVest Partners VIII-Venture Fund, L.P. ("HV Ventures"). HarbourVest Partners, LLC is the managing member of HarbourVest VIII-Venture Associates LLC, which is the general partner of HarbourVest VIII-Venture Associates L.P., which is the general partner of HV Ventures. Each of HarbourVest Partners, LLC, HarbourVest VIII-Venture Associates LLC and HarbourVest VIII-Venture Associates L.P. may be deemed to have a beneficial interest in the securities held by HV Ventures and each disclaims beneficial ownership of the securities held by HV Ventures, except to the extent of its pecuniary interest which is subject to indeterminable future events.
- (2) Each of HV Co-Invest (as defined below), HIPEP VI Select Associates LLC, HIPEP VI Select Associates L.P., HV Direct (as defined below), HarbourVest 2007 Direct Associates LLC, HarbourVest 2007 Direct Associates L.P., HV9 (as defined below), HarbourVest IX-Venture Associates LLC, and HarbourVest IX-Venture Associates L.P., disclaims beneficial ownership of the securities held by HV Ventures and this report shall not be deemed an admission that any such reporting person is the beneficial owner of such securities for purposes of Section 16 of the Securities Exchange Act or for any other purpose.
- (3) These securities are owned solely by HarbourVest/NYSTRS Co-Invest Fund L.P. ("HV Co-Invest"). HarbourVest Partners, LLC is the managing member of HIPEP VI Select Associates LLC, which is the general partner of HIPEP VI Select Associates L.P., which is the general partner of HV Co-Invest. Each of HarbourVest Partners, LLC, HIPEP VI Select Associates LLC and HIPEP VI Select Associates L.P. may be deemed to have a beneficial interest in the securities held by HV Co-Invest and each disclaims beneficial ownership of the securities held by HV Co-Invest, except to the extent of its pecuniary interest which is subject to indeterminable future events.
- (4) Each of HV Ventures, HarbourVest VIII-Venture Associates LLC, HarbourVest VIII-Venture Associates L.P., HV Direct, HarbourVest 2007 Direct Associates LLC, HarbourVest 2007 Direct Associates L.P., HV9 (as defined below), HarbourVest IX-Venture Associates LLC, and HarbourVest IX-Venture Associates L.P. disclaims beneficial ownership of the securities held by HV Co-Invest and this report shall not be deemed an admission that any such reporting person is the beneficial owner of such securities for purposes of Section 16 of the Securities Exchange Act or for any other purpose.
- (5) These securities are owned solely by HarbourVest Partners 2007 Direct Fund L.P. ("HV Direct"). HarbourVest Partners, LLC is the managing member of HarbourVest 2007 Direct Associates LLC, which is the general partner of HarbourVest 2007 Direct Associates L.P., which is the general partner of HV Direct. Each of HarbourVest Partners, LLC, HarbourVest 2007 Direct Associates LLC and HarbourVest 2007 Direct Associates L.P. may be deemed to have a beneficial interest in the securities held by HV Direct and each disclaims beneficial ownership of the securities held by HV Direct, except to the extent of its pecuniary interest which is subject to indeterminable future events.
- (6) Each of HV Co-Invest, HIPEP VI Select Associates LLC, HIPEP VI Select Associates L.P., HV Ventures, HarbourVest VIII-Venture Associates LLC, HarbourVest VIII-Venture Associates L.P., HV9 (as defined below), HarbourVest IX-Venture Associates LLC, and HarbourVest IX-Venture Associates L.P. disclaims beneficial ownership of the securities held by HV Direct and this report shall not be deemed an admission that any such reporting person is the beneficial owner of such securities for purposes of Section 16 of the Securities Exchange Act or for any other purpose.
- (7) The securities are owned solely by HarbourVest Partners IX-Venture Fund L.P. ("HV9"). HarbourVest Partners LLC which is the Managing Member of HarbourVest IX-Venture Associates LLC, which is the general partner of HarbourVest IX-Venture Associates L.P. which is the general partner of HarbourVest Partners IX-Venture Fund L.P. may be deemed to have a beneficial interest in the securities held by HV9 and each disclaims beneficial ownership of the securities held by HV Direct, except to the extent of its pecuniary interest which is subject to indeterminable future events.
- (8) Each of HV Co-Invest, HIPEP VI Select Associates LLC, HIPEP VI Select Associates L.P., HV Ventures, HarbourVest VIII-Venture Associates LLC, HarbourVest VIII-Venture Associates L.P., HV Direct, HarbourVest 2007 Direct Associates LLC and HarbourVest 2007 Direct Associates L.P. disclaims beneficial ownership of the securities held by HV9 and this report shall not be deemed an admission that any such reporting person is the beneficial owner of such securities for purposes of Section 16 of the Securities Exchange Act or for any other purpose.
- (9) This transaction was executed in multiple trades at prices ranging from \$63.60 to \$64.13 per share inclusive. The price reported above reflects the weighted average sale price. The reporting persons hereby undertake to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and the prices at which the transaction was effected.
- (10) This transaction was executed in multiple trades at prices ranging from \$62.97 to \$63.97 per share inclusive. The price reported above reflects the weighted average sale price. The reporting persons hereby undertake to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and the prices at which the transaction was effected.

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- (11) This transaction was executed in multiple trades at prices ranging from \$63.98 to \$64.85 per share inclusive. The price reported above reflects the weighted average sale price. The reporting persons hereby undertake to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and the prices at which the transaction was effected.

Remarks:

The reporting persons beneficially own less than 10% of the Issuer's Class A Common Stock, which is the class of equity security

Form 1 of 2.

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.