

Wayfair Inc.
Form 4
March 04, 2016

FORM 4

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

OMB APPROVAL

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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,
44TH FLOOR

(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)
03/02/2016

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)	
				Code	V	Amount	(A) or (D)	Price
Class A Common Stock	03/03/2016		S	48	D	44.4401	14,576	\$ (14)
Class A Common Stock	03/03/2016		S	69	D	45.4516	14,507	\$ (15)
Class A Common Stock	03/03/2016		S	86	D	46.2842	14,421	\$ (16)
Class A Common Stock	03/03/2016		J ⁽¹⁷⁾	9,662	A	(17)	24,083	(17)

Common
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.

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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. Number of Derivative Securities Beneficially Owned (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, 44TH FLOOR
BOSTON, MA 02111

See Remarks

HARBOURVEST PARTNERS 2007 DIRECT ASSOCIATES LLC
C/O HARBOURVEST PARTNERS LLC
ONE FINANCIAL CENTER, 44TH FLOOR
BOSTON, MA 02110

(see remarks)

HARBOURVEST PARTNERS 2007 DIRECT FUND L.P.
C/O HARBOURVEST PARTNERS LLC
ONE FINANCIAL CENTER, 44TH FLOOR
BOSTON, MA 02110

(see remarks)

HARBOURVEST PARTNERS LLC
C/O HARBOURVEST PARTNERS LLC
ONE FINANCIAL CENTER, 44TH FLOOR
BOSTON, MA 02110

(see remarks)

HARBOURVEST PARTNERS VIII-VENTURE ASSOCIATES L.P.
 C/O HARBOURVEST PARTNERS LLC
 ONE FINANCIAL CENTER, 44TH FLOOR
 BOSTON, MA 02110 (see remarks)

HARBOURVEST PARTNERS VIII-VENTURE ASSOCIATES LLC
 C/O HARBOURVEST PARTNERS LLC
 ONE FINANCIAL CENTER, 44TH FLOOR
 BOSTON, MA 02110 (see remarks)

HarbourVest Partners VIII-Venture Fund L.P.
 C/O HARBOURVEST PARTNERS LLC
 ONE FINANCIAL CENTER, 44TH FLOOR
 BOSTON, MA 02110 (see remarks)

HarbourVest Partners/NYSTRS Co-Investment Fund L.P.
 C/O HARBOURVEST PARTNERS LLC
 ONE FINANCIAL CENTER, 44TH FLOOR
 BOSTON, MA 02110 (see remarks)

HIPEP VI Select Associates L.P.
 C/O HARBOURVEST PARTNERS LLC
 ONE FINANCIAL CENTER, 44TH FLOOR
 BOSTON, MA 02110 (see remarks)

HIPEP VI Select Associates LLC
 C/O HARBOURVEST PARTNERS LLC
 ONE FINANCIAL CENTER, 44TH FLOOR
 BOSTON, MA 02110 (see remarks)

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 03/04/2016

__Signature of Reporting Person Date

HarbourVest 2007 Direct Associates LLC, By: HarbourVest Partners, LLC, its Managing Member; By: /s/ Danielle Green, Chief Compliance Officer 03/04/2016

__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 03/04/2016

**Signature of Reporting Person Date

HarbourVest Partners, LLC, By: /s/ Danielle Green, Chief Compliance Officer 03/04/2016

**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 03/04/2016

**Signature of Reporting Person Date

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HarbourVest VIII-Venture Associates LLC, By: HarbourVest Partners, LLC, its Managing Member; By: /s/ Danielle Green, Chief Compliance Officer	03/04/2016
__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	03/04/2016
__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	03/04/2016
__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	03/04/2016
__Signature of Reporting Person	Date
HIPEP VI Select Associates LLC, By: HarbourVest Partners, LLC, its Managing Member; By: /s/ Danielle Green, Chief Compliance Officer	03/04/2016
__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).
- (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-Associates LLC, which is the general partner of HarbourVest IX-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.
- (14) This transaction was executed in multiple trades at prices ranging from \$44.00 to \$44.94 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 prices at which the transaction was effected.
- (15) This transaction was executed in multiple trades at prices ranging from \$45.00 to \$45.75 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 prices at which the transaction was effected.
- (16) This transaction was executed in multiple trades at prices ranging from \$46.00 to \$46.76 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 prices at which the transaction was effected.
- (17) Shares received from Battery Ventures IX (AIV I) L.P. in-kind stock distribution on 3/3/16.

Remarks:

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

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Form 3 of 4

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.