FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Shah Niraj (Last) (First) (Middle) **C/O WAYFAIR INC., 4 COPLEY PLACE, 7TH FL** (Street) **BOSTON, MA 02116** (City) (State) (Zip)	**Wayfair Inc. [W]** 3. Date of Earliest Transaction (MM/DD/YYYY) **5/15/2017** 4. If Amendment, Date Original Filed (MM/DD/YYYY)	__ **X** __ Director __ **X** __ 10% Owner __ **X** __ Officer (give title below) _____ Other (specify below) **Chief Executive 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	**5/15/2017**		**C**		**2500**	**A**	(1)	**85149**	**D**	
Class A Common Stock	**5/15/2017**		**S** (2)		**830**	**D**	**$61.15**	**84319**	**D**	
Class A Common Stock	**5/15/2017**		**S** (3)		**32800**	**D**	**$60.85** (4)	**51519**	**D**	
Class A Common Stock	**5/15/2017**		**S** (3)		**2200**	**D**	**$61.47** (5)	**49319**	**D**	

Table II - Derivative Securities Beneficially Owned (*e.g.* , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units ("RSUs")	(6)	**5/15/2017**		**M**			**2500**	(7)	(7)	**Class B Common Stock**	**2500.0**	**$0**	**42501**	**D**	
Class B Common Stock	(1)	**5/15/2017**		**M**		**2500**		(1)	(1)	**Class A Common Stock**	**2500.0**	(1)	**14088544**	**D**	
Class B Common Stock	(1)	**5/15/2017**		**C**			**2500**	(1)	(1)	**Class A Common Stock**	**2500.0**	(1)	**14086044**	**D**	

Explanation of Responses:

(1) 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) 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.

(3) Represents sales effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $60.30 to $61.25, 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.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $61.32 to $61.77, 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.

(6) Each RSU represents a contingent right to receive one share of Class B Common Stock when vested.

(7) 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.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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	**5/17/2017**
** Signature of Reporting Person	Date

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

* 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).

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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