

Wayfair Inc.
Form 4
November 12, 2014

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
VIKING GLOBAL INVESTORS LP

(Last) (First) (Middle)

55 RAILROAD AVENUE

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Wayfair Inc. [W]

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

11/07/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	11/07/2014		P	22,500 A <u>(6)</u>	1,773,936	I	See Explanation of Responses (1) (2) (3) (4)
Class A Common Stock	11/07/2014		P	22,500 A <u>(6)</u>	521,111	D <u>(4)</u> <u>(5)</u>	

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

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control**

SEC 1474
(9-02)

number.

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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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
VIKING GLOBAL INVESTORS LP 55 RAILROAD AVENUE GREENWICH, CT 06830		X		
Viking Long Fund GP LLC 55 RAILROAD AVENUE GREENWICH, CT 06830		X		
Viking Long Fund Master Ltd. 55 RAILROAD AVENUE GREENWICH, CT 06830		X		
HALVORSEN OLE ANDREAS 55 RAILROAD AVENUE GREENWICH, CT 06830		X		
Ott David C. 55 RAILROAD AVENUE GREENWICH, CT 06830		X		
Purcell Thomas W. JR 55 RAILROAD AVENUE GREENWICH, CT 06830		X		
Sundheim Daniel S. 55 RAILROAD AVENUE GREENWICH, CT 06830		X		

Signatures

/s/ O. ANDREAS HALVORSEN
(7)(8) 11/12/2014

__Signature of Reporting Person Date

/s/ DAVID C. OTT (7)(8) 11/12/2014

__Signature of Reporting Person Date

/s/ THOMAS W. PURCELL, JR.
(7)(8) 11/12/2014

__Signature of Reporting Person Date

/s/ DANIEL S. SUNDHEIM
(7)(8) 11/12/2014

__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).

O. Andreas Halvorsen, David C. Ott, Thomas W. Purcell, Jr. and Daniel S. Sundheim are Executive Committee members of certain management entities including Viking Global Investors LP ("VGI"), Viking Global Performance LLC ("VGP") and Viking Long Fund GP LLC ("VLFGP"). VGI provides managerial services to various investment funds including Viking Global Equities LP ("VGE"), Viking Global Equities II LP ("VGE II") and VGE III Portfolio Ltd. ("VGE III"). VGP is the general partner of VGE and VGE II and the investment manager of VGE III. VLFGP serves as the investment manager of Viking Long Fund Master Ltd. ("VLFM", together with VGE, VGE II and VGE III, the "Viking Funds"; and VLFM together with Mr. Halvorsen, Mr. Ott, Mr. Purcell, Mr. Sundheim, VLFGP and VGI, the "Reporting Persons").

(1) VGI provides managerial services to (i) VGE, which directly holds 99,621 shares of Class A common stock and 327,594 shares of Class B common stock; (ii) VGE II, which directly holds 5,840 shares of Class A common stock and 19,214 shares of Class B common stock; (iii) VGE III, which directly holds 186,679 shares of Class A common stock and 613,877 shares of Class B common stock; and (iv) VLFM, which directly holds 210,810 shares of Class A common stock and 310,301 shares of Class B common stock. Because of the relationships between VGI and the Viking Funds, VGI may be deemed to beneficially own the shares of Class A common stock and Class B common stock directly held by the Viking Funds.

(2) VLFGP serves as the investment manager of VLFM. Because of the relationship between VLFGP and VLFM, VLFGP may be deemed to beneficially own the shares of Class A common stock and Class B common stock directly held by VLFM.

(3) The Reporting Persons disclaim beneficial ownership of these securities except to the extent of their pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purpose.

(4) On November 7, 2014, VLFM acquired 22,500 shares of Class A common stock. Consequently, VLFM directly holds 210,810 shares of Class A common stock and 310,301 shares of Class B common stock.

(5) Of the 22,500 shares of Class A common stock acquired by VLFM on November 7, 2014, 21,900 shares were acquired at a price per share of \$26.60 and 600 shares were acquired at a price per share of \$26.09.

Remarks:

(7) The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act.

(8) Each of O. Andreas Halvorsen, David C. Ott, Thomas W. Purcell, Jr. and Daniel S. Sundheim is signing individually and 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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