

WAYFAIR INC.

Reported by
GULLIVER KATE

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 04/02/25 for the Period Ending 03/19/25

Address	4 COPLEY PLACE BOSTON, MA, 02116
Telephone	617 532 6100
CIK	0001616707
Symbol	W
SIC Code	5961 - Retail-Catalog and Mail-Order Houses
Industry	Department Stores
Sector	Consumer Cyclical
Fiscal Year	12/31

FORM 4

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
 SECURITIES**

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 * Gulliver Kate <small>(Last) (First) (Middle)</small> C/O WAYFAIR INC., 4 COPLEY PLACE <small>(Street)</small> BOSTON, MA 02116 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol Wayfair Inc. [W]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) CFO and Chief Admin Officer
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">3/19/2025</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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	4/1/2025		M		335	A	\$0	124,545	D	
Class A Common Stock	4/1/2025		M		181	A	\$0	124,726	D	
Class A Common Stock	4/1/2025		M		587	A	\$0	125,313	D	
Class A Common Stock	4/1/2025		M		1,389	A	\$0	126,702	D	
Class A Common Stock	4/1/2025		M		37,068	A	\$0	163,770	D	
Class A Common Stock	4/2/2025		S ⁽¹⁾		13,035	D	\$31.36 ⁽²⁾	150,735	D	
Class A Common Stock	4/2/2025		S ⁽¹⁾		6,261	D	\$32.31 ⁽³⁾	144,474	D	

Table II - Derivative Securities 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. 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 Unit ("RSU")	⁽⁴⁾	3/19/2025		A		37,068		⁽⁵⁾	⁽⁵⁾	Class A Common Stock	37,068	\$0	37,068	D	
Restricted Stock Unit ("RSU")	⁽⁶⁾	4/1/2025		M		335		⁽⁷⁾	⁽⁷⁾	Class A Common Stock	335	\$0	670	D	
Restricted Stock Unit ("RSU")	⁽⁶⁾	4/1/2025		M		181		⁽⁸⁾	⁽⁸⁾	Class A Common Stock	181	\$0	1,929	D	
Restricted Stock Unit ("RSU")	⁽⁶⁾	4/1/2025		M		587		⁽⁹⁾	⁽⁹⁾	Class A Common Stock	587	\$0	1,743	D	
Restricted Stock Units ("RSUs")	⁽⁶⁾	4/1/2025		M		1,389		⁽¹⁰⁾	⁽¹⁰⁾	Class A Common Stock	1,389	\$0	4,048	D	
Restricted Stock Unit ("RSU")	⁽⁶⁾	4/1/2025		M		37,068		⁽¹¹⁾	⁽¹¹⁾	Class A Common Stock	37,068	\$0	0	D	

Explanation of Responses:

- (1) Represents the number of shares sold by Wayfair Inc. on behalf of the reporting person, which sale is mandatory pursuant to Wayfair Inc.'s policies to cover necessary tax withholding obligations in connection with the vesting of RSUs on April 1, 2025. Such sales do not represent a discretionary trade by the reporting person.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.90 to \$31.88, 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.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$31.90 to \$32.68, 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.
- (4) Each RSU represents a contingent right to receive one share of Class A Common Stock when vested. This transaction is being reported late due to inadvertent administrative oversight.
- (5) These RSUs vest upon the satisfaction of a service condition and have no expiration date. The service condition was fully satisfied on April 1, 2025.
- (6) Each RSU represents a contingent right to receive one share of Class A Common Stock when vested.
- (7) These RSUs, which were granted on November 12, 2020, vest upon the satisfaction of a service condition and have no expiration date. With respect to the number of shares that have not vested, subject to continued service on each applicable vesting date, 335 shares will vest on each of July 1, 2025 and October 1, 2025.
- (8) These RSUs, which were granted on November 11, 2021, vest upon the satisfaction of a service condition and have no expiration date. With respect to the number of shares that have not vested, subject to continued service on each applicable vesting date, 181 shares will vest on each of July 1, 2025 and October 1, 2025 and an aggregate of 1,567 shares will vest in substantially equal quarterly amounts commencing on January 1, 2026.
- (9) These RSUs, which were granted on April 18, 2022, vest upon the satisfaction of a service condition and have no expiration date. With respect to the number of shares that have not vested, subject to continued service on each applicable vesting date, an aggregate of 868 shares will vest in equal quarterly amounts commencing July 1, 2025 and an aggregate of 875 shares will vest in substantially equal quarterly amounts commencing July 1, 2026.
- (10) These RSUs, which were granted on February 1, 2023, vest upon the satisfaction of a service condition and have no expiration date. With respect to the number of shares that have not vested, subject to continued service on each applicable vesting date, an aggregate of 2,336 shares will vest in equal quarterly amounts commencing July 1, 2025 and an aggregate of 1,712 shares will vest in equal quarterly amounts commencing July 1, 2026.
- (11) These RSUs, which were granted on March 19, 2025, vest upon the satisfaction of a service condition and have no expiration date. The service condition was fully satisfied on April 1, 2025.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gulliver Kate C/O WAYFAIR INC., 4 COPLEY PLACE BOSTON, MA 02116			CFO and Chief Admin Officer	

Signatures

/s/ Enrique Colbert, Attorney-In-Fact for Kate Gulliver

4/2/2025

^{**}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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