

Wayfair Inc.
Form 4
May 19, 2016

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 *
Conine Steven

(Last) (First) (Middle)

C/O WAYFAIR INC., 4 COPLEY PLACE, 7TH FL

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/17/2016

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) Other (specify below)
Co-Founder

6. Individual or Joint/Group Filing(Check Applicable Line)
 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. 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	05/17/2016		C		46,000	A	\$ 46,000
Class A Common Stock	05/17/2016		S ⁽²⁾		3,700	D	\$ 40.14 (3)
Class A Common Stock	05/18/2016		S ⁽²⁾		8,300	D	\$ 40 (4)

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

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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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$40.00 to \$40.03, 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.

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. // MEMBER OF A GROUP* (b) /X/ ----- (3)

SEC USE ONLY ----- (4) SOURCE OF FUNDS* PF

----- (5) CHECK BOX IF DISCLOSURE OF LEGAL // PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) Not applicable.

----- (6) CITIZENSHIP OR PLACE OF ORGANIZATION USA

----- NUMBER OF SHARES (7) SOLE VOTING POWER

BENEFICIALLY OWNED BY EACH --- REPORTING PERSON ----- WITH (8)

SHARED VOTING POWER 5,000 ----- (9) SOLE DISPOSITIVE POWER ---

----- (10) SHARED DISPOSITIVE POWER 5,000

----- 19 (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY

EACH REPORTING PERSON 5,000 shares ----- (12) CHECK BOX IF

THE AGGREGATE AMOUNT IN // ROW (11) EXCLUDES CERTAIN SHARES*

----- (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN

ROW (11) 0.05% ----- (14) TYPE OF REPORTING PERSON* IN

----- 20 SCHEDULE 13D CUSIP No. 032103103

----- (1) NAMES OF REPORTING PERSONS I.R.S.

IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Matthew Belson

----- (2) CHECK THE APPROPRIATE BOX IF A (a) // MEMBER OF A GROUP* (b) /X/ ----- (3) SEC USE ONLY

----- (4) SOURCE OF FUNDS* PF

----- (5) CHECK BOX IF DISCLOSURE OF LEGAL // PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) Not applicable.

----- (6) CITIZENSHIP OR PLACE OF ORGANIZATION USA

----- NUMBER OF SHARES (7) SOLE VOTING POWER

BENEFICIALLY OWNED BY EACH --- REPORTING PERSON ----- WITH (8)

SHARED VOTING POWER 60,000 ----- (9) SOLE DISPOSITIVE POWER ---

----- (10) SHARED DISPOSITIVE POWER 60,000

----- 21 (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY

EACH REPORTING PERSON 60,000 shares ----- (12) CHECK BOX IF

THE AGGREGATE AMOUNT IN // ROW (11) EXCLUDES CERTAIN SHARES*

----- (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN

ROW (11) 0.6% ----- (14) TYPE OF REPORTING PERSON* IN

----- 22 AMENDMENT NO. 1 SCHEDULE 13D The Schedule 13D is

amended as follows: ITEM 2. IDENTITY AND BACKGROUND is hereby amended as follows: Joshua Goldstein who no longer holds any shares of Common Stock of the Company is eliminated from the listing of the persons filing this Schedule 13D. The following persons are added to the listing of persons filing this Schedule 13D: Maxine Belson who is a housewife and the spouse of Jerome Belson. Her address is c/o Jerome Belson, Jerome Belson Associates, Inc., 495 Broadway, New York, New York 10012. Matthew Belson, who is a grandson of Jerome and Maxine Belson, is a self-employed writer. His address is 140 Kane Street, Brooklyn, New York 11231. Neither Maxine Belson nor Matthew Belson has during the past five years been (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such individual or entity was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or

finding any violation with respect to such laws. Maxine Belson and Matthew Belson are United States citizens. ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION is amended by adding thereto the following: On December 27, 2001 Jerome Belson purchased from the Company 8,000 shares of the Company's Series B Convertible Preferred Stock for a purchase price of \$80,000 which was provided from his personal funds. Such shares with accrued dividends were converted on March 28, 2002 into 101,328 shares of the Company's Common Stock. 23 The aggregate purchase price of the 99,600 shares of Common Stock of the Company purchased by Maxine Belson is \$28,125, including brokerage commissions. Maxine Belson used her personal funds to purchase such shares of Common Stock. The aggregate purchase price of the 60,000 shares of the Common Stock of the Company purchased by Matthew Belson is \$23,687, including brokerage commissions. Matthew Belson used his personal funds to purchase such shares of Common Stock. ITEM 4. PURPOSE OF TRANSACTION is amended to add thereto the following: The purchases of the shares reported in this Amendment No. 1 to Schedule 13D were made for the purpose of making an investment in the Company. Consistent with such purpose, Jerome Belson has had and expects to continue to have discussions with management of the Company concerning the Company and the investment of persons making this filing therein. Jerome Belson may also engage in such discussions with other shareholders of the Company. The persons making this filing may, in the future, purchase additional shares of the Common Stock of the Company depending on the price of the shares and circumstances at the time of such acquisitions, if any, are made. Alternatively, any of the persons making this filing may at any time determine to realize on such person's investment in the securities of the Company through their sale. The persons making this filing have no present plans or proposals to effect one or more of the transactions enumerated in paragraphs (b) to (j) of Item 4 of Schedule 13D. ITEM 5. INTEREST IN SECURITIES OF THE ISSUER is amended to add thereto the following: The following table sets forth the beneficial ownership as of September 12, 2002 of the Common Stock of the Company by the persons filing this Amendment to the Schedule 13D. 24 Percent of Name No. of Shares Outstanding* -----
----- Jerome Belson 840,502 (1) 8.6 The Jerome Belson Foundation, Inc. 100,000 (2) 1.03 Maxine Belson 99,600 (3) 1.03 Marjorie Belson 10,000 (3) 0.1 Brianne Goldstein 10,000 (3) 0.1 Joshua Goldstein -0- -0- Toby Goldstein 21,000 (3) 0.2 Jaclyn Belson 10,000 (3) 0.1 Jonathan Belson 5,000 (3) 0.05 Matthew Belson 60,000 (3) 0.6
----- * Based upon 9,676,500 shares reported by the Company in its Quarterly Report on Form 10-Q for the quarter ended June 30, 2002 to be outstanding as of July 31, 2002. (1) Consists of 624,902 shares (including 50,000 shares issuable by the Company under presently exercisable warrants) as to which Mr. Belson has sole voting and investment power and 215,600 shares owned by his family members below over which they have granted to him revocable powers of attorney. Consequently, Mr. Belson may be deemed to share voting and investment power over such 215,600 shares. (2) Jerome Belson is the President and a director of the Foundation and, consequently, may be deemed to be a beneficial owner of such shares. Neither the filing of this Schedule nor any of its contents shall be deemed to be an admission that Mr. Belson owns any shares of the Company beneficially owned by the Foundation for purposes of Section 13(d) of the Securities Exchange Act of 1934 or for any other purpose. (3) Voting and investment power over these shares is shared with Jerome Belson by reason of the named owner's grant to him of a power of attorney covering such shares. (d) Between June 30, 2002 and the date of this Amendment none of the persons filing this Schedule 13D has effected any transactions in the Common Stock of the Company except as set forth in Annex A hereto. All transactions reported in Annex A were open market transactions. 25 ITEM 7. MATERIAL TO BE FILED AS EXHIBITS is amended to add thereto the following: Exhibit 2 Written agreement relating to the filing of a joint acquisition statement. 26 SIGNATURE After reasonable inquiry and to the best of my knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct. Dated: September 13, 2002 /s/ Jerome Belson ----- Jerome Belson The Jerome Belson Foundation By: /s/ Jerome Belson ----- Jerome Belson, President /s/ Maxine Belson ----- Maxine Belson /s/ Marjorie Belson ----- Marjorie Belson /s/ Brianne Goldstein ----- Brianne Goldstein /s/ Joshua Goldstein ----- Joshua Goldstein /s/ Toby Goldstein ----- Toby Goldstein /s/ Jaclyn Belson ----- Jaclyn Belson 27 /s/ Jonathan Belson ----- Jonathan Belson /s/ Matthew Belson ----- Matthew Belson 28 EXHIBIT 2 The undersigned hereby agree that the Schedule 13D and any amendments thereto, filed by Jerome Belson, The Jerome Belson Foundation, Maxine Belson, Marjorie Belson, Brianne Goldstein, Joshua Goldstein, Toby Goldstein, Jaclyn Belson, Jonathan Belson and Matthew Belson under the Securities Exchange Act of 1934, (the "Act") reporting the beneficial ownership of shares of Common Stock of Amplidyne, Inc. may be filed with the

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Securities and Exchange Commission pursuant to Rule 13d-1(k)(1) under the Act on behalf of the undersigned. Dated: September 13, 2002 /s/ Jerome Belson ----- Jerome Belson The Jerome Belson Foundation By: /s/ Jerome Belson ----- Jerome Belson, President /s/ Maxine Belson ----- Maxine Belson /s/ Marjorie Belson ----- Marjorie Belson /s/ Brianne Goldstein ----- Brianne Goldstein /s/ Joshua Goldstein ----- Joshua Goldstein /s/ Toby Goldstein ----- Toby Goldstein 29 /s/ Jaclyn Belson ----- Jaclyn Belson /s/ Jonathan Belson ----- Jonathan Belson /s/ Matthew Belson ----- Matthew Belson 30 ANNEX A Date Transaction* Price Shares ----- Jerome Belson 8/5/02 Purchase \$0.311 14,800 8/5/02 Purchase 0.309 200 8/9/02 Sale 0.305 3,000 8/12/02 Sale 0.299 20,000 8/13/02 Sale 0.289 20,000 8/14/02 Sale 0.279 20,000 8/15/02 Sale 0.197 3,900 8/16/02 Sale 0.200 500 8/16/02 Sale 0.250 8,100 8/16/02 Sale 0.200 25,000 Maxine Belson 7/31/02 Purchase 0.271 27,500 8/9/02 Purchase 0.318 2,000 8/12/02 Purchase 0.320 1,000 8/12/02 Purchase 0.301 20,000 8/13/02 Purchase 0.291 20,000 8/14/02 Purchase 0.281 20,000 8/15/02 Purchase 0.215 1,000 8/16/02 Purchase 0.252 8,100 Matthew Belson 8/6/02 Purchase 0.320 500 8/6/02 Purchase 0.280 24,000 8/6/02 Purchase 0.334 500 8/16/02 Purchase 0.201 25,000 Joshua Goldstein 7/31/02 Sale 0.262 27,500 Brianne Goldstein 8/6/02 Sale 0.271 25,000 Jonathan Belson 8/5/02 Sale 0.300 15,000 31