

Wayfair Inc.
Form 10-K/A
October 31, 2016

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

Form 10-K/A
Amendment No. 2

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2015

OR
☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934

For the transition period from _____ to _____
Commission File Number: 001-36666

Wayfair Inc.
(Exact name of registrant as specified in its charter)
Delaware 36-4791999
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification Number)
4 Copley Place, 7th Floor, Boston, MA 02116
(Address of principal executive offices) (Zip Code)
(617) 532-6100
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:
Title of each class Name of each exchange on which registered
Class A Common Stock, \$0.001 par value The New York Stock Exchange
Securities registered pursuant to Section 12(g) of the Act:
None.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the
Act. Yes ☐ No ☒

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of
the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was
required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if
any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during
the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).
Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained
herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements
incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer,
or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller
reporting company" in Rule 12b-2 of the Exchange Act:

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Non-accelerated filer o
Large accelerated filer x Accelerated filer o (Do not check if a Smaller reporting company o
smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes o No x

The aggregate market value of the voting and non-voting common equity held by non-affiliates as of June 30, 2015 computed by reference to the closing sale price of \$37.64 per share as reported on the New York Stock Exchange on that date was \$868.7 million.

| Class | Outstanding at January 31, 2016 |
|---|---------------------------------|
| Class A Common Stock, \$0.001 par value per share | 46,159,314 |
| Class B Common Stock, \$0.001 par value per share | 38,221,410 |

DOCUMENTS INCORPORATED BY REFERENCE

Certain sections of the registrant's definitive Proxy Statement for the 2016 Annual Meeting of Stockholders were incorporated by reference into the Annual Report on Form 10-K that this filing amends. Such Proxy Statement was filed with the Securities and Exchange Commission pursuant to Rule 14A not later than 120 days after the end of the fiscal year to which this report relates.

EXPLANATORY NOTE

This Amendment No. 2 on Form 10-K/A (the "Amendment") to the Annual Report on Form 10-K of Wayfair Inc. (the "Company") for the fiscal year ended December 31, 2015, filed with the Securities and Exchange Commission (the "SEC") on February 29, 2016 (the "Original Filing"), as amended by the Amendment No. 1 on Form 10-K/A filed with the SEC on March 2, 2016 (the "Prior Amendment"), is being filed solely to include revised Exhibits 31.1 and 31.2, which replace the previously filed versions of those exhibits, to include certain statements required by Item 601(b)(31) of Regulation S-K inadvertently omitted when previously filed.

Except for the foregoing amended information, this Amendment does not alter or update any other information contained in the Original Filing, as amended by the Prior Amendment. The Original Filing continues to speak as of the date of the Original Filing, and the Company has not updated the disclosures contained therein to reflect any events that have occurred as of a date subsequent to the date of the Original Filing. Accordingly, this Amendment should be read in conjunction with the Original Filing, the Prior Amendment, and the Company's filings made with the SEC subsequent to the filing of the Original Filing.

PART IV

ITEM 15. Exhibits and Financial Statement Schedules

(a) Financial Statements *

(b) Financial Statement Schedules

Schedules not listed above have been omitted because the information required to be set forth therein is not applicable or is shown in the financial statements or notes herein.

(c) Exhibits

See the Exhibit Index immediately following the signature page of this report, which is incorporated herein by reference.

* Previously filed with the Original Filing

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

WAYFAIR INC.

By: /s/ NIRAJ SHAH

Niraj Shah

President and Chief Executive Officer

Date: October 31, 2016

EXHIBIT INDEX

| Exhibit Number | Exhibit Description | Filed Herewith | Incorporated by Reference | | | Exhibit Number |
|-------------------|--|-------------------|---------------------------|------------|----------------|-------------------|
| | | | Form | File No. | Filing Date | |
| 2.1 | Contribution and Exchange Agreement dated as of August 15, 2014 between the Company and the other and the other parties thereto | | S-1 | 333-198171 | 8/15/2014 | 2.1 |
| 3.1 | Restated Certificate of Incorporation of the Company | | 8-K | 001-36666 | 10/8/2014 | 3.1 |
| 3.2 | Amended and Restated Bylaws of the Company | | 8-K | 001-36666 | 10/8/2014 | 3.2 |
| 4.1 | Specimen stock certificate evidencing the shares of Class A common stock of the Company | | S-1 | 333-198171 | 9/19/2014 | 4.1 |
| 10.1 | Second Amended and Restated 2010 Incentive Plan | | S-1 | 333-198171 | 8/15/2014 | 10.1 |
| 10.2 | Form of Deferred Unit Agreement under the Second Amended and Restated 2010 Incentive Plan | | S-1 | 333-198171 | 8/15/2014 | 10.2 |
| 10.3 | 2014 Incentive Award Plan | | S-1 | 333-198171 | 9/19/2014 | 10.3 |
| 10.4 | Form of Option Agreement under the 2014 Incentive Award Plan | | S-1 | 333-198171 | 9/19/2014 | 10.4 |
| 10.5 | Form of Restricted Stock Unit Agreement under the 2014 Incentive Award Plan | | S-1 | 333-198171 | 9/19/2014 | 10.5 |
| 10.6 | Form of Restricted Stock Award Agreement under the 2014 Incentive Award Plan | | S-1 | 333-198171 | 9/19/2014 | 10.6 |
| 10.7 | Investors' Rights Agreement, dated August 15, 2014, by and among the Company and the other parties thereto | | 10-K | 001-36666 | 3/19/2015 | 10.7 |
| 10.8 | Form of Indemnification Agreement for Directors and Officers | | S-1 | 333-198171 | 8/15/2014 | 10.8 |
| 10.9 | Office Lease dated April 18, 2013 between Copley Place Associates, LLC and the Company, as amended by the First Amendment to Lease dated February 11, 2014, as further amended by the Second Amendment to Lease dated October 24, 2014, as further amended by the Third Amendment to Lease dated October 8, 2015, and as further amended by the Fourth Amendment to Lease dated February 3, 2016 | | 10-K | 001-36666 | 2/29/2016 | 10.9 |

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|----------------|---|----------------|---------------------------|------------|-------------|----------------|
| | | | Form | File No. | Filing Date | |
| 10.10 | Wayfair International Assignment Agreement dated April 1, 2015 between the Company and John Mulliken | | 10-Q | 001-36666 | 5/15/2015 | 10.10 |
| 10.11 | Form of Amended and Restated Letter Agreement dated May 6, 2014 between the Company and each of Niraj Shah and Steven Conine | | S-1 | 333-198171 | 8/15/2014 | 10.11 |
| 10.12 | Letter Agreement dated October 2, 2013 between the Company and Michael Fleisher, as amended May 5, 2014 | | S-1 | 333-198171 | 8/15/2014 | 10.12 |
| 10.13 | Loan Agreement dated October 29, 2012 between Bank of America, N.A. and the Company, as amended by amendments dated October 29, 2013, June 6, 2014 and July 31, 2015 | | 10-K | 001-36666 | 2/29/2016 | 10.13 |
| 21.1 | Subsidiaries of the Company | | 10-K | 001-36666 | 2/29/2016 | 21.1 |
| 23.1 | Consent of Ernst & Young LLP | | 10-K | 001-36666 | 2/29/2016 | 23.1 |
| 31.1 | Certification of Chief Executive Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. | X | | | | |
| 31.2 | Certification of Chief Financial Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. | X | | | | |
| 32.1 | Certification of Chief Executive Officer pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. | | 10-K/A | 001-36666 | 3/2/2016 | 32.1 |
| 32.2 | Certification of Chief Financial Officer pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. | | 10-K/A | 001-36666 | 3/2/2016 | 32.2 |
| 101.INS | XBRL Instance Document | | 10-K | 001-36666 | 2/29/2016 | 101.INS |
| 101.SCH | XBRL Taxonomy Schema Linkbase Document | | 10-K | 001-36666 | 2/29/2016 | 101.SCH |

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|-------------------|--|-------------------|---------------------------|-----------|-------------|-------------------|
| | | | Form | File No. | Filing Date | |
| 101.CAL | XBRL Taxonomy Calculation Linkbase Document | | 10-K | 001-36666 | 2/29/2016 | 101.CAL |
| 101.DEF | XBRL Taxonomy Definition Linkbase Document | | 10-K | 001-36666 | 2/29/2016 | 101.DEF |
| 101.LAB | XBRL Taxonomy Labels Linkbase Document | | 10-K | 001-36666 | 2/29/2016 | 101.LAB |
| 101.PRE | XBRL Taxonomy Presentation Linkbase Document | | 10-K | 001-36666 | 2/29/2016 | 101.PRE |