

Wayfair Inc.  
Form SC 13G  
April 06, 2018  
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. )\*

Wayfair Inc.  
(Name of Issuer)

Class A Common Stock, \$0.001 par value  
(Title of Class of Securities)

94419L101  
(CUSIP Number)

March 27, 2018  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☒ Rule 13d-1(c)

☐ Rule 13d-1(d)

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\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP  
No. 94419L101

NAME OF  
1. REPORTING  
PERSONS  
I.R.S.  
IDENTIFICATION  
NOS. OF  
ABOVE  
PERSONS  
(ENTITIES  
ONLY)

Spruce  
House  
Investment  
Management  
LLC

CHECK THE  
APPROPRIATE  
BOX IF A  
2. MEMBER OF A  
GROUP (SEE  
INSTRUCTIONS)  
(a) ☐  
(b) ☒

3. SEC USE  
ONLY

CITIZENSHIP  
4. OR PLACE  
OF  
ORGANIZATION

Delaware

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON  
WITH

- SOLE  
5. VOTING  
POWER
- 0
- SHARED  
6. VOTING  
POWER
- 3,750,000
- SOLE  
7. DISPOSITIVE  
POWER
- 0
- SHARED  
8. DISPOSITIVE  
POWER
- 3,750,000
- AGGREGATE  
AMOUNT  
BENEFICIALLY  
9. OWNED BY EACH  
REPORTING  
PERSON
- 3,750,000
- CHECK  
BOX IF  
THE  
AGGREGATE  
AMOUNT  
10. IN ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
(SEE  
INSTRUCTIONS)
- ☐
11. PERCENT  
OF CLASS  
REPRESENTED  
BY

AMOUNT  
IN ROW (9)

6.5%

TYPE OF  
REPORTING  
PERSON  
(SEE  
12.INSTRUCTIONS)

OO, IA

CUSIP  
No. 94419L101

NAME OF  
1. REPORTING  
PERSONS  
I.R.S.  
IDENTIFICATION  
NOS. OF  
ABOVE  
PERSONS  
(ENTITIES  
ONLY)

Spruce  
House  
Capital LLC

CHECK THE  
APPROPRIATE  
BOX IF A  
2. MEMBER OF A  
GROUP (SEE  
INSTRUCTIONS)  
(a) ☐  
(b) ☒

3. SEC USE  
ONLY

CITIZENSHIP  
4. OR PLACE  
OF  
ORGANIZATION

Delaware

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON  
WITH

5. SOLE  
VOTING

POWER

0

SHARED

6. VOTING  
POWER

3,750,000

SOLE

7. DISPOSITIVE  
POWER

0

SHARED

8. DISPOSITIVE  
POWER

3,750,000

AGGREGATE  
AMOUNT

9. BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

3,750,000

CHECK  
BOX IF  
THE  
AGGREGATE  
AMOUNT

10. IN ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
(SEE  
INSTRUCTIONS)

☐

PERCENT  
OF CLASS  
REPRESENTED

11. BY  
AMOUNT  
IN ROW (9)

6.5%

TYPE OF  
REPORTING  
PERSON  
(SEE  
12.INSTRUCTIONS)

OO



CUSIP  
No. 94419L101

NAME OF  
1. REPORTING  
PERSONS  
I.R.S.  
IDENTIFICATION  
NOS. OF  
ABOVE  
PERSONS  
(ENTITIES  
ONLY)

The Spruce  
House  
Partnership  
LP

CHECK THE  
APPROPRIATE  
BOX IF A  
2. MEMBER OF A  
GROUP (SEE  
INSTRUCTIONS)  
(a) ☐  
(b) ☒

3. SEC USE  
ONLY

CITIZENSHIP  
4. OR PLACE  
OF  
ORGANIZATION

Delaware

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON  
WITH

- SOLE  
5. VOTING  
POWER
- 0
- SHARED  
6. VOTING  
POWER
- 3,750,000
- SOLE  
7. DISPOSITIVE  
POWER
- 0
- SHARED  
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AMOUNT  
BENEFICIALLY  
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REPORTING  
PERSON
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EXCLUDES  
CERTAIN  
SHARES  
(SEE  
INSTRUCTIONS)
- ☐
11. PERCENT  
OF CLASS  
REPRESENTED

BY  
AMOUNT  
IN ROW (9)

6.5%

TYPE OF  
REPORTING  
PERSON  
(SEE  
12.INSTRUCTIONS)

PN

CUSIP  
No. 94419L101

- NAME OF  
1. REPORTING  
PERSONS  
I.R.S.  
IDENTIFICATION  
NOS. OF  
ABOVE  
PERSONS  
(ENTITIES  
ONLY)

Zachary  
Sternberg

- CHECK THE  
APPROPRIATE  
BOX IF A  
2. MEMBER OF A  
GROUP (SEE  
INSTRUCTIONS)  
(a) ☐  
(b) ☒

3. SEC USE  
ONLY

- CITIZENSHIP  
OR PLACE  
4. OF  
ORGANIZATION

United States  
of America

- NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON  
WITH

5. SOLE  
VOTING

POWER

0

SHARED

6. VOTING  
POWER

3,750,000

SOLE

7. DISPOSITIVE  
POWER

0

SHARED

8. DISPOSITIVE  
POWER

3,750,000

AGGREGATE  
AMOUNT

9. BENEFICIALLY  
OWNED BY EACH  
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PERSON

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BOX IF  
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AGGREGATE  
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EXCLUDES  
CERTAIN  
SHARES  
(SEE  
INSTRUCTIONS)

☐

PERCENT  
OF CLASS  
REPRESENTED

11. BY  
AMOUNT  
IN ROW (9)

6.5%

TYPE OF  
REPORTING  
PERSON  
(SEE  
12.INSTRUCTIONS)

IN, HC

CUSIP  
No. 94419L101

NAME OF  
1. REPORTING  
PERSONS  
I.R.S.  
IDENTIFICATION  
NOS. OF  
ABOVE  
PERSONS  
(ENTITIES  
ONLY)

Benjamin  
Stein

CHECK THE  
APPROPRIATE  
BOX IF A  
2. MEMBER OF A  
GROUP (SEE  
INSTRUCTIONS)  
(a) ☐  
(b) ☒

3. SEC USE  
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CITIZENSHIP  
OR PLACE  
4. OF  
ORGANIZATION

United States  
of America

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON  
WITH

5. SOLE  
VOTING

POWER

0

SHARED

6. VOTING  
POWER

3,750,000

SOLE

7. DISPOSITIVE  
POWER

0

SHARED

8. DISPOSITIVE  
POWER

3,750,000

AGGREGATE  
AMOUNT

9. BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

3,750,000

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SHARES  
(SEE  
INSTRUCTIONS)

☐

PERCENT  
OF CLASS  
REPRESENTED

11. BY  
AMOUNT  
IN ROW (9)



6.5%

TYPE OF  
REPORTING  
PERSON  
(SEE  
12.INSTRUCTIONS)

IN, HC

CUSIP No. 94419L101

Item 1. (a). Name of Issuer:

Wayfair Inc.

(b). Address of issuer's principal executive offices:

4 Copley Place, 7th Floor

Boston, MA 02116

Item 2. (a). Name of person filing:

Spruce House Investment Management LLC

Spruce House Capital LLC

The Spruce House Partnership LP

Zachary Sternberg

Benjamin Stein

(b). Address or principal business office or, if none, residence:

Spruce House Investment Management LLC

Spruce House Capital LLC

435 Hudson Street, 8<sup>th</sup> Floor

New York, New York 10014

The Spruce House Partnership LP

c/o Spruce House Capital LLC

435 Hudson Street, 8<sup>th</sup> Floor

New York, New York 10014

Zachary Sternberg

Benjamin Stein

c/o Spruce House Investment Management LLC

435 Hudson Street, 8<sup>th</sup> Floor

New York, New York 10014

(c).Citizenship:

Spruce  
House  
Investment  
Management  
LLC –  
Delaware  
limited  
liability  
company

Spruce  
House  
Capital LLC –  
Delaware  
limited  
liability  
company

The Spruce  
House  
Partnership  
LP – Delaware  
limited  
partnership

Zachary  
Sternberg –  
United States  
of America

Benjamin  
Stein – United  
States of  
America

(d). Title of class of securities:

Class A Common Stock, \$0.001 par value

(e). CUSIP No.:

94419L101

Item 3. If This Statement is filed pursuant to §§.240.13d-1(b) or 240.13d-2(b), or (c), check whether the person filing is a

(a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

(d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

(e) ☐ An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);

(f) ☐ An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);

(g) ☐ A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);

(h) ☐ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C.1813);

(i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) ☐ A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);

(k) ☐ Group, in accordance with §240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution:

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

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Spruce House Investment Management LLC – 3,750,000 shares

Spruce House Capital LLC – 3,750,000 shares

The Spruce House Partnership LP – 3,750,000 shares

Zachary Sternberg – 3,750,000 shares

Benjamin Stein – 3,750,000 shares

(b) Percent of class:

Spruce House Investment Management LLC – 6.5%

Spruce House Capital LLC – 6.5%

The Spruce House Partnership LP – 6.5%

Zachary Sternberg – 6.5%

Benjamin Stein – 6.5%

(c) Number of shares as to which Spruce House Investment Management LLC has:

(i) Sole power to vote or to direct the vote 0 ,

(ii) Shared power to vote or to direct the vote 3,750,000 ,

(iii) Sole power to dispose or to direct the disposition of 0 ,

(iv) Shared power to dispose or to direct the disposition of 3,750,000 .

Number of shares as to which Spruce House Capital LLC has:

- (i) Sole power to vote or to direct the vote 0 ,
- (ii) Shared power to vote or to direct the vote 3,750,000,
- (iii) Sole power to dispose or to direct the disposition of 0 ,
- (iv) Shared power to dispose or to direct the disposition of 3,750,000.

Number of shares as to which The Spruce House Partnership LP has:

- (i) Sole power to vote or to direct the vote 0 ,
- (ii) Shared power to vote or to direct the vote 3,750,000,
- (iii) Sole power to dispose or to direct the disposition of 0 ,
- (iv) Shared power to dispose or to direct the disposition of 3,750,000.

Number of shares as to which Zachary Sternberg has:

- (i) Sole power to vote or to direct the vote 0 ,
- (ii) Shared power to vote or to direct the vote 3,750,000,
- (iii) Sole power to dispose or to direct the disposition of 0 ,
- (iv) Shared power to dispose or to direct the disposition of 3,750,000.

Number of shares as to which Benjamin Stein has:

- (i) Sole power to vote or to direct the vote 0 ,
- (ii) Shared power to vote or to direct the vote 3,750,000,
- (iii) Sole power to dispose or to direct the disposition of 0 ,
- (iv) Shared power to dispose or to direct the disposition of 3,750,000.

Item  
5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ ].

N/A

Item  
6. Ownership of More Than Five Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than 5 percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

N/A

Item  
7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

If a parent holding company or control person has filed this schedule, pursuant to Rule 13d-1(b)(1)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company or control person has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

N/A

Item  
8. Identification and Classification of Members of the Group.

If a group has filed this schedule pursuant to §240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identity of each member of the group.

N/A

Item  
9. Notice of Dissolution of Group.

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5.



N/A

Item  
10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: April 6, 2018 Spruce House Investment Management LLC

By: /s/ David Walker  
Name: David Walker  
Title: Chief Compliance Officer

Spruce House Capital LLC

By: /s/ David Walker  
Name: David Walker  
Title: Chief Compliance Officer

The Spruce House Partnership LP

By: Spruce House Capital LLC

Its general partner

By: /s/ David Walker  
Name: David Walker  
Title: Chief Compliance Officer

Zachary Sternberg

/s/ David Walker  
(Attorney-in-fact)

Benjamin Stein

/s/ David Walker  
(Attorney-in-fact)

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See s.240.13d-7 for other parties for whom copies are to be sent.

Attention. Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).

**Exhibit 1**

**Joint Filing Statement**

**Statement Pursuant to Rule 13d-1(k)(1)**

The undersigned hereby consent and agree to file a joint statement on Schedule 13G under the Securities Exchange Act of 1934, as amended, with respect to the Class A Common Stock, \$0.001 par value of Wayfair Inc. beneficially owned by them, together with any or all amendments thereto, when and if appropriate. The parties hereto further consent and agree to file this Statement pursuant to Rule 13d-1(k)(1)(iii) as an exhibit to Schedule 13G, thereby incorporating the same into such Schedule 13G.

Dated: April 6, 2018 Spruce House Investment Management LLC

By: /s/ David Walker  
Name: David Walker  
Title: Chief Compliance Officer

Spruce House Capital LLC

By: /s/ David Walker  
Name: David Walker  
Title: Chief Compliance Officer

The Spruce House Partnership LP

By: Spruce House Capital LLC

Its general partner

By: /s/ David Walker  
Name: David Walker

Title: Chief Compliance Officer

Zachary Sternberg

/s/ David Walker  
(Attorney-in-fact)

Benjamin Stein

/s/ David Walker  
(Attorney-in-fact)

**LIMITED POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that the undersigned constitutes and appoints David Walker, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him, for the sole purpose of signing on his behalf any and all Regulatory Filings under the Securities Act of 1933, the Securities Exchange Act of 1934, the Investment Advisers Act of 1940 and any amendments and supplements thereto, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to accomplish the above, as fully as to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, and may lawfully do or cause to be done by virtue hereof. This Power of Attorney shall continue effective until revoked by me at any time.

Dated this 7th day of March, 2017.

By: /s/ Zachary Sternberg

**LIMITED POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that the undersigned constitutes and appoints David Walker, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him, for the sole purpose of signing on his behalf any and all Regulatory Filings under the Securities Act of 1933, the Securities Exchange Act of 1934, the Investment Advisers Act of 1940 and any amendments and supplements thereto, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to accomplish the above, as fully as to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, and may lawfully do or cause to be done by virtue hereof. This Power of Attorney shall continue effective until revoked by me at any time.

Dated this 7th day of March, 2017.

By: /s/ Benjamin Stein