VIKING GLOBAL PERFORMANCE LLC
Form 3
October 08, 2014

# FORM 3

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

OMB APPROVAL

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| OMB Number: | 3235-0104 |
| Expires: | January 31, 2005 |
| Estimated average burden hours per response... | 0.5 |

## INITIAL STATEMENT OF 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 *
Â VIKING GLOBAL PERFORMANCE LLC

(Last) (First) (Middle)

55 RAILROAD AVENUE

(Street)

GREENWICH,Â CTÂ 06830

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
10/01/2014

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director __X__ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

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

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 Beneficially Owned

| 1.Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|---|

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|---|---|---|---|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |

| | | | | | | (Instr. 5) | |
|---|---|---|---|---|---|---|---|
| Class B Common Stock | Â (1) | Â (1) | Class A Common Stock | 1,270,986 | $ 0 | I | See explanation of responses (2) (3) (4) (5) (6) (7) |
| Class B Common Stock | Â (1) | Â (1) | Class A Common Stock | 613,877 | $ 0 | D (3) (7) (8) | Â |
| Class B Common Stock | Â (1) | Â (1) | Class A Common Stock | 310,301 | $ 0 | D (3) (7) (8) | Â |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| VIKING GLOBAL PERFORMANCE LLC<br>55 RAILROAD AVENUE<br>GREENWICH,Â CTÂ 06830 | Â | Â X | Â | Â |
| VGE III Portfolio Ltd.<br>55 RAILROAD AVENUE<br>GREENWICH,Â CTÂ 06830 | Â | Â X | Â | Â |
| Viking Long Fund GP LLC<br>55 RAILROAD AVENUE<br>GREENWICH,Â CTÂ 06830 | Â | Â X | Â | Â |
| Viking Long Fund Master Ltd.<br>55 RAILROAD AVENUE<br>GREENWICH,Â CTÂ 06830 | Â | Â X | Â | Â |
| HALVORSEN OLE ANDREAS<br>55 RAILROAD AVENUE<br>GREENWICH,Â CTÂ 06830 | Â | Â X | Â | Â |
| Ott David C.<br>55 RAILROAD AVENUE<br>GREENWICH,Â CTÂ 06830 | Â | Â X | Â | Â |
| Purcell Thomas W. JR<br>55 RAILROAD AVENUE<br>GREENWICH,Â CTÂ 06830 | Â | Â X | Â | Â |
| Sundheim Daniel S.<br>55 RAILROAD AVENUE<br>GREENWICH,Â CTÂ 06830 | Â | Â X | Â | Â |

# Signatures

| | |
|---|---|
| /s/ O. ANDREAS HALVORSEN (9)(10) | 10/08/2014 |
| **Signature of Reporting Person | Date |

| | |
|---|---|
| /s/ DAVID C. OTT (9)(10) | 10/08/2014 |
| **Signature of Reporting Person | Date |
| /s/ THOMAS W. PURCELL, JR. (9)(10) | 10/08/2014 |
| **Signature of Reporting Person | Date |
| /s/ DANIEL S. SUNDHEIM (9)(10) | 10/08/2014 |
| **Signature of Reporting Person | Date |

# Explanation of Responses:

| | |
|---|---|
| * | If the form is filed by more than one reporting person, *see* Instruction 5(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). |
| **(1)** | Pursuant to the Restated Certificate of Incorporation of the Issuer, each share of Class B common stock is immediately convertible into shares of Class A common stock of the Issuer on a one-for-one basis. These securities have no expiration date. |
| **(2)** | 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 together with Mr. Halvorsen, Mr. Ott, Mr. Purcell, Mr. Sundheim, VGP, VGE III and VLFGP, the "Reporting Persons"). |
| **(3)** | The shares reported on this form were previously reported on the Form 3 of VGI filed with the Securities and Exchange Commission (the "Commission") on October 2, 2014 and the Form 3 of VGE and VGE II filed with the Commission on October 6, 2014. Mr. Halvorsen, Mr. Ott, Mr. Purcell, Mr. Sundheim, VGP, VLFGP, VGE III and VLFM were not listed as "Reporting Persons" thereon, because, at that time, they did not have the necessary filing codes. |
| **(4)** | VGI provides managerial services to (i) VGE, which directly held 327,594 shares of Class B common stock as of October 1, 2014; (ii) VGE II, which directly held 19,214 shares of Class B common stock as of October 1, 2014; (iii) VGE III, which directly held 613,877 shares of Class B common stock as of October 1, 2014; and (iv) VLFM, which directly held 310,301 shares of Class B common stock as of October 1, 2014. Because of the relationships between VGI and the Viking Funds, VGI may be deemed to beneficially own the shares of Class B common stock directly held by the Viking Funds. |
| **(5)** | VGP is the general partner of VGE and VGE II and the investment manager of VGE III. Because of the relationships between VGP and VGE, VGE II and VGE III, respectively, VGP may be deemed to beneficially own the shares of Class B common stock directly held by VGE, VGE II and VGE III. |
| **(6)** | 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 B common stock directly held by VLFM. |
| **(7)** | 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. |
| **(8)** | As of October 1, 2014, VGE III and VLFM directly held 613,877 and 310,301 shares of Class B common stock, respectively. |

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**Remarks:**

(9)Â TheÂ ReportingÂ PersonsÂ areÂ jointlyÂ filingÂ thisÂ FormÂ 3Â pursuantÂ toÂ RuleÂ 16a-3(j)Â underÂ theÂ Excha

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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