



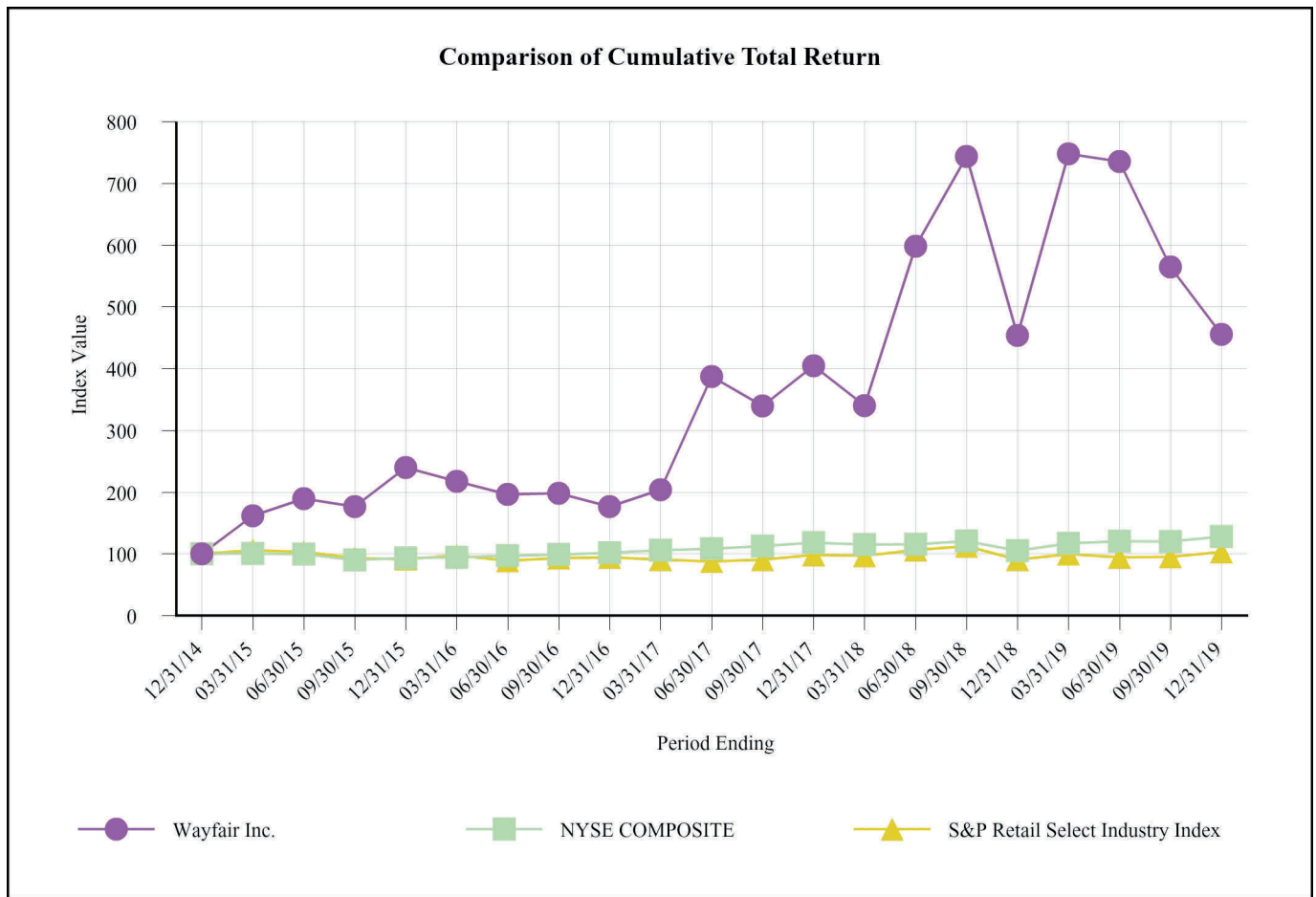
wayfair[®]

2019 Annual Report



Stock Price Performance Graph

The graph set forth below compares the five-year cumulative total stockholder return on our Class A common stock with the five-year cumulative total return of the S&P Retail Select Industry Index and the NYSE Composite, resulting from an initial investment of \$100 in each on December 31, 2014 and, assuming the reinvestment of any dividends, based on closing prices. Measurement points are the last trading day of each fiscal quarter during 2015, 2016, 2017, 2018 and 2019.



Note: Stock price performance shown in the Stock Price Performance Graph for our Class A common stock is historical and not necessarily indicative of future price performance.

February 2020

To our shareholders:

Thank you for your continued interest in Wayfair.

As we take stock of the decade behind us and look forward to the next, we are struck by the huge amount of progress we have made as a company. Even more importantly, we are both humbled and incredibly excited by the immense opportunity still ahead.

Every successful business contends with challenges both big and small, and internal and external during its journey. We believe the qualities that differentiate the companies that emerge even stronger from such moments are: clarity of focus on the customer, true long-term orientation, and a consistent, high bar for talent – that is, exceptional professionals who share the same outlook, and act with speed, agility, and accountability.

The great strides we have made as a company over the last 10 years are a testament to the power of this operating philosophy. Our strategy is unchanged as we look forward, and we believe we are uniquely positioned to win in a vast and underserved market. As we look to scale in the decade ahead, we are focused on nurturing the ambitious, entrepreneurial, and data-oriented mindset that has been the hallmark of our success thus far, while also taking advantage of our size to drive efficiency and leverage in our business. Though the opportunity to take advantage of our scale in an economic sense is something we have long understood, we believe we are now at an inflection point to begin to capitalize upon it. To us, this is a natural evolution, and we think the next few years will be particularly exciting to our shareholders.

10 Years Back and 10 Years Forward

Let us first spend a minute to consider how far we have come. As the decade closed in 2009:

- We had roughly \$250 million in annual net revenue, and were profitable (as we had been every year since the business began in 2002);
- We had not yet made the decision to migrate the 200+ CSN Stores microsites into the Wayfair brand;
- We had approximately 500 employees;
- We worked with about 1,000 supplier partners;
- We had no proprietary logistics network;
- We had not used any institutional capital;
- We had just survived the Great Recession, which pressured brick-and-mortar retailers as never before. The count of home furnishings stores in the United States dropped from approximately 60,000 to fewer than 50,000 within three years, with no subsequent rebound. This period also highlighted the inherent advantage of our online model as we grew through the downturn.

Against that backdrop, we thought the future was bright and ripe with opportunity. We believed that we were just getting started. With the benefit of hindsight, the scope and scale of the

opportunity would not become fully apparent to us until 2014-2015, when we proved out the recipe in building a household brand, began to grow and invest in our business in Europe with real commitment, and began the buildout of our proprietary logistics network.

From 2010 to 2019:

- We built Wayfair into a well-recognized household brand in three countries, and are well on our way to doing so in a fourth. All four of these countries (the U.S., Canada, the UK, and Germany) are in the top 10 countries in the world as measured by GDP;
- We defined our family of distinct home retail sites, expanded across key home goods categories, and developed style- and function-specific house brands to help customers navigate our massive selection of 18+ million SKUs;
- We grew our team to ~17,000 people, including close to 2,000 in Europe;
- We built and scaled our logistics operations across three continents and seven countries, and to 16 million square feet and over 60 buildings including bespoke operations for consolidation, fulfillment, cross-dock, and delivery operations;
- We partnered with more than 12,000 suppliers to bring consumers unparalleled access to product (including more than doubling our selection in Europe in 2019 alone);
- We became a public company in 2014 and brought in additional outside capital to help fuel our investment plans;
- We captured more than one-third of every home goods dollar moving online, eclipsing competitors across our fragmented industry.

Despite whatever near-term challenges we faced along the way, we took a longer view to investing in Wayfair's success and closed the decade with more than \$9 billion of net revenue and a clear and ambitious agenda. All of this is to say: we *still* think the future is bright and ripe with opportunity... and we are just getting started!

The Vast Opportunity

Even though Wayfair has grown exponentially, we are just scratching the surface as the inexorable shift of offline to online shopping continues. Our category is still underpenetrated online, and our total addressable market remains vast at an estimated \$300 billion in North America and \$300 billion in Europe. This is primarily B2C, and would measure even larger once one adds in the addressable B2B portion. Growing at a compounded annual rate of ~2.5%, we estimate this total market will approach ~\$1 trillion in a decade.

Home is an attractive but complex category. The home is universally important and emotionally significant for consumers. Yet shopping for the home comes with distinct challenges and logistical hurdles. Our strong customer orientation, willingness to invent non-traditional solutions to solve for customer desires, and long-term operating philosophy position us to uniquely address these issues while garnering economies of scale. We believe that over the coming years, and well inside of the next decade, we will emerge as the undisputed industry leader while widening the competitive moat around us.

In meeting with numerous supplier partners at several trade shows early this year, we were once again struck by how significant a force Wayfair has become in the home goods industry. Ten years ago, we were (sometimes not-so-politely) asked to leave supplier showrooms as we tried to broach a conversation about partnering online. In fact, Steve probably holds the industry record for getting thrown out of showrooms(!) given that he handled getting new suppliers on board (Niraj handled growing already-established suppliers). These days, many of the same suppliers are truly strategic partners with whom we work closely on a wide range of initiatives. Often these commercial relationships have grown to where we are in suppliers' top customer ranks, if not already their #1 customer. Services such as CastleGate and Sponsored Products (Media/Advertising Services) are just two visible, win-win solutions where we see strong supplier adoption, and suppliers enjoy compelling returns by participating. We expect this list will grow meaningfully over the next couple of years as we prove out and begin to scale some of the new solutions currently in tests and pilots.

Our Priorities

As we look ahead, our guiding principles will not change. We will be guided first and foremost by our customer. Building on those insights, we will enrich her home shopping experience through a close partnership with our suppliers. That means continuing to empower our suppliers with a deep understanding of their business dynamics in real time and arming them with tools to control their own destiny on our platform. We will continue to operate with a long-term mindset and an appetite for calculated risk, realized by a talented, data-driven, and ambitious team.

Our investment initiatives, such as our logistics buildout and our European expansion, embody this approach; they could only have been made possible with a healthy tolerance for risk and a long-term focus. These large investments are bearing fruit and position us to garner increasingly strong yields over the next decade. This approach of customer orientation, with a bias to creative solutions, while moving quickly and partnering with our suppliers, is how we win. We particularly like solutions where the value created compounds over time – these are the ones to which we allocate more resources.

In reinforcing the foundation for the next 10 years, we are focused on making sure that we retain our culture and entrepreneurial nature, while also putting in place measures that allow us to scale in a controlled and efficient manner. To that end, we want to share some key tenets we have on how we plan to operate:

1. To scale effectively, we must primarily do so with technology platforms rather than simply with people. Why? Though scaling through people is very common, we believe it is rarely the best long-term approach in today's world. Technology platforms allow you to offer low cost and high quality consistently. Establishing a common, scalable infrastructure may be more difficult initially, but it will allow Wayfair to move and innovate faster over time.

Given the exceptional combination of our scale and growth rates, we must continuously challenge ourselves to stay lean even as we move quickly. Doing so will sharpen our

focus on the things that truly matter for our customer. It should also serve to both enhance our unit economics while freeing up capital better used as additional fuel for growth.

2. While we think in long-term time frames, we will continue to measure our progress, prioritize, and course-correct as necessary, in real time. Our short-term tactics will be measurable (to drive accountability and facilitate course-correction). We have always acted this way, but as we have grown we have found that it is important to have a structured method to review our progress and prioritize investments.

Put simply, a long time frame allows for very large investments that unlock even larger value. But, to ensure we get the returns we are after, we will continue to translate long-term aspirations into tactical plans with quantitative markers and strategic goalposts to mark our progress. By doing this, we expect to get the best of both worlds: huge gains over time with strong day-to-day execution and measurable results that de-risk our journey along the way.

3. We will maintain a very high bar for talent. This is easier said than done. We believe our talent management process is exceptionally rigorous, with bi-annual 360° reviews, cross-functional calibrations for every level, and mid-cycle development discussions to set our people up for success. Our recruiting engine is similarly disciplined. We recognize that these processes are time-intensive and ask a lot of our leadership and our Talent organization. But we do these and numerous other things in our company to make sure that we have the best people in the world, and the caliber of talent that we are attracting to Wayfair clearly speaks to this.

In the end, a company is simply a collection of people, organized against some service or product, with an aim to satisfy customers. The caliber and culture of the people are really what make one organization quite different from another. We believe Wayfair will win because we will have the strongest culture powered by the most skilled and ambitious people, working collaboratively towards a common goal.

The path ahead will not be a straight line. We will continue to judge Wayfair's success in years, not quarters, just as we have done over our entire operating history. With five years of history as a public company, we think Wayfair is proving Benjamin Graham's tenet that "in the short run, the market is a voting machine but in the long run, it is a weighing machine."

Of the many important mile markers ahead that we are focused on reaching, two that we are particularly excited about (and which should also be meaningful to you) are:

- Achieving consistent and growing adjusted EBITDA* profitability in the U.S., which should lead to total company adjusted EBITDA* profitability and positive free cash flow* over time (even as the International business continues to scale);

- Developing a truly world-class global logistics network that should provide great benefits to our business, and can serve as one of only a few globally scaled, e-commerce-optimized logistics networks that exist in the world.

There are many more, and we are pursuing these opportunities with energy and enthusiasm. We look forward to continuing a robust dialogue with you, our fellow shareholders, along the way, and to enjoying the journey together.

We appreciate your support. Thank you for taking the time to read our letter.

Sincerely,



Niraj Shah
Co-Founder, Co-Chairman & CEO



Steve Conine
Co-Founder & Co-Chairman

**Non-GAAP financial measure; non-GAAP financial measures should not be considered replacements for, and should be read together with, the most comparable GAAP financial measures. For full financial data and non-GAAP reconciliations, please refer to Wayfair's earnings release issued on February 28, 2020, available at <https://investor.wayfair.com/events-and-presentations/default.aspx>*

Caution Concerning Forward-Looking Statements: This letter contains forward-looking statements within the meaning of federal and state securities laws. All statements other than statements of historical fact contained in this letter, including statements regarding the strength of our customer offering, the progress of our international business, the expansion of our logistics network, our future results of operations and financial position, our business strategy and our plans and objectives of management for future operations, are forward-looking statements. You are cautioned not to rely on these forward-looking statements, which are based on current expectations of future events. For important information about the risks and uncertainties that could cause actual results to vary materially from the assumptions, expectations, and projections expressed in any forward-looking statements, please review the "Forward-Looking Statements" section of the Wayfair earnings release issued on February 28, 2020 as well as the most recently filed Wayfair Reports on Forms 10-K and 10-Q. Wayfair does not undertake to update any forward-looking statement as a result of new information or future events or developments.

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

Form 10-K

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

For the fiscal year ended **December 31, 2019**
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

(State or other jurisdiction of
incorporation or organization)

4 Copley Place

(Address of principal executive offices)

Boston, MA

(617) 532-6100

(Registrant's telephone number, including area code)

36-4791999

(I.R.S. Employer
Identification Number)

02116

(Zip Code)

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading symbol(s)</u>	<u>Name of each exchange on which registered</u>
Class A Common Stock, \$0.001 par value	W	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 every Interactive Data File required to be submitted 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 such files). Yes No

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," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act:

Large Accelerated Filer	<input checked="" type="checkbox"/> Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> Smaller reporting company	<input type="checkbox"/>
	<input type="checkbox"/> Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

The aggregate market value of the voting and non-voting common equity held by non-affiliates as of June 30, 2019 computed by reference to the closing sale price of \$146.00 per share as reported on the New York Stock Exchange on that date was \$9.1 billion.

<u>Class</u>	<u>Outstanding at February 18, 2020</u>
Class A Common Stock, \$0.001 par value per share	67,164,350
Class B Common Stock, \$0.001 par value per share	26,958,041

DOCUMENTS INCORPORATED BY REFERENCE

Certain sections of the registrant's definitive Proxy Statement for the 2020 Annual Meeting of Stockholders to be filed with the Securities and Exchange Commission pursuant to Rule 14A not later than 120 days after end of this fiscal year covered by this Form 10-K are incorporated by reference into Part III of this Form 10-K.

Wayfair Inc.
Annual Report on Form 10-K
For the Fiscal Year Ended December 31, 2019

TABLE OF CONTENTS

	<u>PAGE</u>
SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS	1
PART I	
Item 1. Business	2
Item 1A. Risk Factors	7
Item 1B. Unresolved Staff Comments	30
Item 2. Properties	31
Item 3. Legal Proceedings	31
Item 4. Mine Safety Disclosures	31
PART II	
Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities	32
Item 6. Selected Consolidated Financial Data	32
Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations	35
Item 7A. Quantitative and Qualitative Disclosures About Market Risk	51
Item 8. Financial Statements and Supplementary Data	53
Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure	89
Item 9A. Controls and Procedures	90
Item 9B. Other Information	92
PART III	
Item 10. Directors, Executive Officers and Corporate Governance	92
Item 11. Executive Compensation	92
Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	92
Item 13. Certain Relationships and Related Transactions, and Director Independence	92
Item 14. Principal Accounting Fees and Services	92
PART IV	
ITEM 15. Exhibits and Financial Statement Schedules	92
SIGNATURES	93
EXHIBIT INDEX	94

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). All statements other than statements of historical fact contained in this Annual Report on Form 10-K, including statements regarding our investment plans, our future customer growth, our future results of operations and financial position, our business strategy and plans and objectives of management for future operations, are forward-looking statements. In some cases, you can identify forward-looking statements by terms such as "may," "will," "should," "expects," "plans," "anticipates," "could," "intends," "target," "projects," "contemplates," "believes," "estimates," "predicts," "potential" or "continue" or the negative of these terms or other similar expressions.

Forward-looking statements are based on current expectations of future events. We cannot guarantee that any forward-looking statement will be accurate, although we believe that we have been reasonable in our expectations and assumptions. Investors should realize that if underlying assumptions prove inaccurate or that known or unknown risks or uncertainties materialize, actual results could vary materially from the Company's expectations and projections. Investors are therefore cautioned not to place undue reliance on any forward-looking statements. These forward-looking statements speak only as of the date of this Annual Report on Form 10-K and, except as required by applicable law, we undertake no obligation to publicly update or revise any forward-looking statements contained herein, whether as a result of any new information, future events or otherwise.

Factors that could cause or contribute to differences in our future results include, without limitation, the following:

- our ability to acquire new customers and sustain and/or manage our growth;
- our ability to increase our net revenue per active customer;
- our ability to build and maintain strong brands;
- our ability to manage our global growth and expansion;
- our ability to compete successfully;
- the rate of growth of the Internet and e-commerce;
- economic factors, such as interest rates, the housing market, currency exchange fluctuations and changes in customer spending;
- world events, natural disasters, public health emergencies, civil disturbances, and terrorist attacks; and
- developments in, and the outcome of, legal and regulatory proceedings and investigations to which we are a party or are subject, and the liabilities, obligations and expenses, if any, that we may incur in connection therewith.

A further list and description of risks, uncertainties and other factors that could cause or contribute to differences in our future results include the cautionary statements herein and in our other filings with the Securities and Exchange Commission, including those set forth under Part I, Item 1A, *Risk Factors* of this Annual Report on Form 10-K. We qualify all of our forward-looking statements by these cautionary statements.

PART I

Item 1. Business

Overview

Wayfair is one of the world's largest online destinations for the home. Through our e-commerce business model, we offer customers visually inspired browsing, compelling merchandising, easy product discovery and attractive prices for over eighteen million products from over 12,000 suppliers.

We are focused on bringing our customers an experience that is at the forefront of shopping for the home online. Our primary target customer is a 35- to 65-year-old woman with an annual household income of \$50,000 to \$250,000, who we believe is underserved by traditional brick and mortar and other retailers of home goods. Because each of our customers has a different taste, style, purchasing goal, and budget when shopping for her home, we have built one of the largest online selections of furniture, décor, decorative accents, housewares, seasonal décor, and other home goods. We are able to offer this vast selection of products because we hold minimal inventory. We specialize in the home category and this has enabled us to build a shopping experience and logistics infrastructure that is tailored to the unique characteristics of our market.

The delivery experience and overall customer service we offer our shoppers are central to our business. The majority of our products are shipped to customers directly from our suppliers with an increasing proportion flowing through our own logistics network. We have invested considerably in our logistics network and increasingly leverage these capabilities to improve the experience for both customers and suppliers. This network is comprised of CastleGate and the Wayfair Delivery Network ("WDN"). Our CastleGate facilities enable suppliers to forward-position their inventory in our warehouses, allowing us to offer faster delivery. Through WDN, we can directly manage large parcel deliveries via consolidation centers, cross docks and last mile delivery facilities, which, alongside CastleGate, enables us to speed up deliveries, decrease our reliance on third parties and undertake efforts to reduce damage. We believe these investments in logistics capabilities result in an enhanced experience for our customers and suppliers. We also believe providing superior customer service is key to delighting our customers. Our customer service locations are staffed with over 3,600 highly-trained sales and service employees located in the United States ("U.S.") and Europe.

Our co-founders are lifetime tech innovators who have worked together in the commercial Internet sector since 1995. As engineers themselves, they have created a company culture deeply rooted in technology and data. Their significant equity ownership in Wayfair has informed their leadership and allowed them to take a long-term view when building our company.

The U.S. is currently our largest market, and we continue to scale our international business in Canada, the United Kingdom, and Germany by building our supplier networks, logistics infrastructure and brand presence in those countries.

As used herein, "Wayfair," "the company," "we," "us," "our," and similar terms include Wayfair Inc. and its subsidiaries, unless the context indicates otherwise.

Segments

Our operating and reportable segments are the U.S. and International. See Note 12 to the Consolidated Financial Statements, *Segment and Geographic Information*, included in Part II, Item 8, *Financial Statements and Supplementary Data*, of this Annual Report on Form 10-K. Net revenue of the U.S. segment represented 85% of consolidated net revenue for the year ended December 31, 2019.

Our Industry

The home goods market is large and characterized by specific consumer trends, structural challenges and market dynamics that are shaping the future of our industry.

Addressable Market Size and Growth

We estimate today the annual U.S. market for home goods is approximately \$296 billion, of which approximately 14% is sold online. According to data released by the U.S. Census Bureau, there are approximately 69 million households in the U.S. with annual incomes between \$50,000 and \$250,000. Moreover, we believe there are approximately 80 million millennials (which we define as individuals currently between the ages of 20 and 37) in the U.S., many of whom are accustomed to purchasing goods online. As millennials age, start new families and move into new homes, we expect online sales of home goods to increase. In addition, we believe the online home goods market will further grow as older generations of consumers become

increasingly comfortable purchasing online. With our presence in Canada and western Europe, we believe we have more than doubled the size of our total addressable market.

Why Home is Different

Home is shopped differently than other retail verticals. Homes are personal expressions of self and identity, which is why many consumers seek uniqueness, crave originality and enjoy the feeling created by home design, furniture and décor. Consumers shopping for home goods often cannot articulate exactly what they are looking for and they rarely know the names of the manufacturer brands they like, as the category is largely unbranded. We believe search-based websites have difficulty serving customers shopping for home products in this more emotional, visual and inspirational manner.

When shopping for the home, consumers desire uniqueness, which requires vast selection. In the market for home goods, consumers with different tastes, styles, purchasing goals and budgets require a broad selection of products and choices. Brick and mortar home goods retailers must balance scale of selection with the challenges of high inventory carrying costs and limited showroom and storage space. To browse a vast selection of products across highly-fragmented brick and mortar retailers, consumers must shop multiple stores. We believe the lack of an easy-to-browse, one-stop shopping experience with massive selection has led to dissatisfaction with brick and mortar home goods shopping.

Logistics, fulfillment and customer service for home goods products are challenging given the variety of categories and price points and the mix of heavy and bulky items. Home goods often have a low dollar value to weight ratio compared to other categories of retail, therefore requiring a logistics network that is optimized for items with those characteristics. Many consumers also seek first-rate customer service so they are not burdened with managing delivery, shipping and return logistics on their own. However, we believe big box retailers that serve the mass market for home goods are often unable or unwilling to provide this level of service.

Our Solution - Key Benefits for Our Customers

We offer broad selection and choice. We have one of the largest online selections of furniture, décor, decorative accents, housewares, seasonal décor and other home goods with over eighteen million products from over 12,000 suppliers. We have built a portfolio of over 90 house brands, which offer a curated brand experience, making it easier for customers to discover styles, products and price points that appeal to them.

Convenience and value are central to our offering. We are a one-stop shop for consumers in the home goods category, with pricing designed to be on par with big box retailers and a merchandising experience designed to be on par with specialty retailers. For items shipped from our CastleGate warehouses, we are able to deliver many products to a majority of the U.S. population in 2 days or less.

We give customers inspirational content and an engaging shopping experience. To inspire customers, we produce beautiful imagery and highly-tailored editorial content both in house and through third parties. We use personalization to create a more engaging consumer experience, and we allow customers to create looks they love with tools such as our Idea Boards. More than half of the traffic coming to Wayfair.com is from mobile devices and our investment in mobile allows us to deliver value, convenience and inspiration to consumers anytime and anywhere. Our mobile app also offers customers a powerful way to shop for their home from their home using our "View in Room 3D" augmented reality tool.

Superior customer service is a core part of the experience we offer shoppers. Our customer service organization has over 3,600 employees who help consumers navigate our sites, answer questions and complete orders. This team helps us build trust with consumers, build our brand awareness, enhance our reputation and drive sales.

Our Solution - Key Benefits for Our Suppliers

We give suppliers cost-effective access to our large customer base. We sell products from over 12,000 suppliers, many of which are small, family-run operations without well-known product brands and without easy retail access to a large customer base. We provide our suppliers with access to our large customer base, with 20.3 million active customers over the last twelve months, enabling them to increase their sales and access the growing e-commerce market.

Suppliers can leverage our technological expertise to drive sales. Our technology platform is designed to allow suppliers to easily provide us with their full product selection and to highlight selected products for customers on our sites. We offer our suppliers a view of our demand and inventory needs via powerful data and analytics. Through our technology platform, we believe many of our suppliers have increased their sales, which has strengthened their loyalty to us.

Our logistics infrastructure allows us to ship directly to our customers from our suppliers or from our CastleGate warehouses. This fulfillment network is a key component of our custom-built and seamlessly integrated technology and operational platform.

Sites and Brands

Each of our customers has a different taste, style, purchasing goal and budget when shopping for her home. To help her find the right products for her home, we offer a family of sites, each with a unique brand identity that offers a tailored shopping experience and rich product selection to a different target audience.

Wayfair - Everything home for every budget.

Joss & Main - Stylish designs to discover daily.

AllModern - The best of modern, priced for real life.

Birch Lane - Classic home. Comfortable cost.

Perigold - The widest-ever selection of luxury home furnishings.

Wayfair represents a significant majority of our net revenue and is the only one of our sites that also operates internationally, operating as Wayfair.ca in Canada, Wayfair.co.uk in the United Kingdom and Wayfair.de in Germany.

On our sites, we also feature certain products under our house brands, such as Three Posts® and Mercury Row®. Through these house brands, we help our customers navigate our sites to find items quickly that match her particular style and price point.

"Direct Retail" sales include net revenue generated through the family of sites described above. In addition to Direct Retail, we also generate net revenue through two sources, namely Retail Partners and Wayfair Media Solutions. Retail Partners net revenue is generated from sites operated by third parties. These relationships allow consumers to purchase Wayfair products through the retail partners' websites. We made the strategic decision starting in 2014 to deemphasize this part of our business. Wayfair Media Solutions is a smaller portion of our net revenue that is generated through third-party advertisers that pay for advertisements placed on our sites. Wayfair helps manufacturers, retailers and other advertisers market to our large consumer audience.

Technology

We have custom-built our proprietary technology and operational platform to deliver the best experience for both our customers and suppliers. Our success has been built on a culture of data-driven decision-making, operational discipline and an unwavering focus on the customer. We believe that control of our technology systems and the ability to update them often is a competitive advantage.

Our team of over 3,400 engineers and data scientists has built a full set of technology solutions specific to the home goods market. Our storefront consists of a large set of tools and systems with which our customers directly interact, that are specifically tuned for shopping the home goods category by mixing lifestyle imagery with easy-to-use navigation tools and personalization features designed to increase customer conversion. We have designed operations software to deliver the reliable and consistent experience consumers desire, with proprietary software enhancing our performance in areas such as integration with our suppliers, our warehouse and logistics network and our customer service centers. Much of our advertising technology was internally developed, including campaign management and bidding algorithms for online advertising. This allows us to leverage our internal data and target customers efficiently across various channels. We also partner selectively with marketing partners where we find solutions that meet our marketing objectives and deliver strong return on investment.

Much of the underlying infrastructure for storefront, operations and advertising technology is common across all of our sites and countries. Our systems are managed in geographically distributed, highly secure data centers that are engineered for high availability. These systems are monitored 24x7 by our network operations center for performance and security. In 2019, we transitioned to a hybrid data infrastructure that integrates our existing data center network with a cloud-based solution for data storage and processing.

Marketing

Our marketing efforts bring new and repeat customers to our sites and help us acquire their email addresses through various paid and non-paid advertising methods. Our paid advertising efforts consist primarily of online channels, including search engine marketing, display advertising, and paid social media, and to a lesser extent direct mail and television advertisements. Our non-paid advertising efforts include search engine optimization, non-paid social media, mobile "push" notifications and email. Upon acquiring a customer or a potential customer's email address, we seek to increase their engagement with our sites and drive repeat purchases. This effort to increase engagement and repeat purchasing is driven by all of our marketing tools, including email marketing efforts and customer retargeting. We rigorously manage our paid marketing efforts towards the goal that each new spending initiative is cost-effective with a measurable return on investment within a designated period of time.

Logistics

Our logistics network was built specifically for the home category, where items can be bulky, heavy and prone to damage. Historically, our primary method of fulfillment was a drop-ship network where integration into our suppliers' back-end technology infrastructure allowed us to process an order and send it directly to a supplier's warehouse. We would then arrange for shipment from the loading dock of the supplier's warehouse to the customer's home. Depending on the size of the package, the delivery would be made either through carriers such as FedEx, UPS, DHL, the U.S. Postal Service or third-party line haul trucking companies and third-party last mile home delivery agents. An increasing proportion of customer orders is being shipped from our CastleGate warehouses. The majority of large parcel items is delivered through our WDN, which includes consolidation centers, cross docks, and last mile delivery facilities. For smaller items, we partner with carriers to handle the delivery to the customer. We believe that our proprietary logistics network will help drive incremental sales by delighting our customers with faster delivery times and a better home delivery experience. Over time we believe this network will also lower our costs per order by reducing damage rates and leveraging economies of scale in transportation.

Customer Service

Our customer service team consists of approximately 3,600 Wayfair sales and service consultants and employees located across the U.S. and Europe who are available to help our customers with sales and service via phone, email or online chat. Because we view superior customer service as one of our key values, our sales and service employees receive extensive training as well as competitive compensation and benefit packages. The team consists of generalists as well as specialists who have deeper expertise and training in select areas of our catalog, such as lighting, flooring and upholstery.

Our Growth Strategy

Our goal is to further improve our leadership in the home goods market by pursuing the following key strategies:

- continue building our brands by delighting our customers;
- acquire new customers and increase repeat purchases from existing customers;
- invest in technology to further improve our customer and supplier experiences;
- grow certain categories where we under-index the broader home goods market today, such as home improvement (e.g. plumbing, lighting and flooring), housewares, major appliances, mattresses, seasonal décor and decorative accents;
- increase delivery speed and improve the delivery experience for our customers through the continued build-out of our proprietary logistics network;
- continue to expand internationally; and
- opportunistically pursue strategic acquisitions.

Competition

The market for online home goods and furniture is highly competitive, fragmented and rapidly changing. While we are primarily focused on the mass market, we compete across all segments of the home goods market. Our competition includes furniture stores, big box retailers, department stores, specialty retailers and online retailers and marketplaces in the U.S., Canada, the United Kingdom and Germany, including:

- **Furniture Stores:** Ashley Furniture, Bob's Discount Furniture, Havertys, Raymour & Flanigan, Rooms To Go;
- **Big Box Retailers:** Bed Bath & Beyond, Home Depot, IKEA, Lowe's, Target and Walmart;
- **Department Stores:** JCPenney and Macy's;
- **Specialty Retailers:** Crate and Barrel, Ethan Allen, TJX Companies, At Home, Williams Sonoma, Restoration Hardware, Arhaus, Design Within Reach, Horchow, Room & Board, Floor & Decor, Mitchell Gold + Bob Williams;
- **Online Retailers and Marketplaces:** Amazon, Build.com, Houzz and eBay; and
- **International:** Leon's, Canadian Tire, John Lewis, Argos, Westwing, Otto and Home24, in addition to several of the companies listed above who also compete with us internationally.

We believe that the primary competitive factors in the mass market are vast selection, visually inspiring browsing, compelling merchandising, ease of product discovery, price, convenience, reliability, speed of fulfillment and customer service. We believe our technological and operational expertise allows us to provide our customers with a vast selection of goods, attractive price points, reliable and timely fulfillment, plus superior customer service, and that the combination of these capabilities is what provides us with a sustainable competitive advantage.

Employees

As of December 31, 2019, we had 16,985 full-time equivalent employees. Additionally, we rely on independent contractors and temporary personnel to supplement our workforce, primarily in our logistics network. None of our employees are represented by a labor union or covered by a collective bargaining agreement. We consider our relationship with our employees to be good.

Seasonality

Our business is affected by seasonality, which historically has resulted in higher sales volume during our fourth quarter, which ends December 31.

Intellectual Property

Our intellectual property, including any trademarks, service marks, copyrights, domain names, patents, trade dress, trade secrets and proprietary technologies, is an important part of our business. To protect our intellectual property, we rely on a combination of laws and regulations, as well as contractual restrictions. We pursue the registration of our trademarks, including "Wayfair" and certain variations thereon, copyrights and domain names in the U.S. and certain foreign locations. We also rely on the protection of laws regarding unregistered copyrights for our proprietary software and certain other content we create. We will continue to evaluate the merits of applying for copyright registrations in the future. We have an issued patent regarding our proprietary technology and a number of additional patent applications. We expect to consider filing patent applications for future technology inventions. We also rely on trade secret laws to protect our proprietary technology and other intellectual property. To further protect our intellectual property, we enter into confidentiality and assignment of invention assignment agreements with employees and certain contractors and confidentiality agreements with other third parties, such as suppliers.

Company Information

We began operating as Smart Tech Toys, Inc., a Massachusetts corporation, in May 2002 and changed our name to CSN Stores, Inc. in February 2003. From 2002 through 2011, the Company was bootstrapped by our co-founders and operated as hundreds of niche websites, such as bedroomfurniture.com and allbarstools.com. In March 2008, we formed, and contributed all of the assets and liabilities of CSN Stores, Inc. to a subsidiary, CSN Stores LLC, and we continued operating our business through this Delaware limited liability company. In late 2011, we made the strategic decision to close and permanently redirect over 240 of our niche websites into Wayfair.com. As part of that shift, we changed the name of CSN Stores, Inc. to SK Retail, Inc. and changed our name from CSN Stores LLC to Wayfair LLC. In connection with our initial public offering, we completed a corporate reorganization, as a result of which Wayfair Inc. was formed to be a holding company with no material assets other than 100% of the equity interests in Wayfair LLC and SK Retail, Inc.

Our executive offices are located at 4 Copley Place, Boston, MA 02116, and our telephone number is (617) 532-6100. Our corporate website address is www.wayfair.com. The information contained in, or accessible through, our website does not constitute part of this Annual Report on Form 10-K.

Available Information

We encourage investors to use our investor relations website, investor.wayfair.com, to find information about us. We promptly make available on this website, free of charge, the reports that we file or furnish with the Securities and Exchange Commission ("SEC"), and corporate governance information (including our Code of Business Conduct and Ethics). We file annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, proxy and information statements and amendments to reports filed or furnished pursuant to Sections 13(a), 14 and 15(d) of the Exchange Act. The SEC maintains a website at www.sec.gov that contains reports, proxy and information statements and other information regarding Wayfair and other issuers that file electronically with the SEC. Our website and the information contained therein or connected thereto are not a part of, or incorporated into, this Annual Report on Form 10-K. Further, our references to website URLs are intended to be inactive textual references only.

Item 1A. Risk Factors

Our operations and financial results are subject to various risks and uncertainties, including those described below. We caution you that the following important factors, among others, could cause our actual results to differ materially from those expressed in forward-looking statements made by us or on our behalf in filings with the SEC, press releases, communications with investors and oral statements. Any or all of our forward-looking statements in this Annual Report on Form 10-K and in any other public statements we make may turn out to be wrong. They can be affected by inaccurate assumptions we might make or by known or unknown risks and uncertainties. Many factors mentioned in the discussion below will be important in determining future results. Consequently, no forward-looking statement can be guaranteed. Actual future results may differ materially from those anticipated in forward-looking statements. We undertake no obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise. You are advised, however, to consult any further disclosure we make in our reports filed with the SEC.

Risks Related to Our Business and Industry

Our recent growth rates may not be sustainable or indicative of our future growth.

Our historical growth rates may not be sustainable or indicative of future growth. We believe that our continued revenue growth will depend upon, among other factors, our ability to:

- build our brands and launch new brands;
- acquire new customers and increase repeat purchases from existing customers;
- develop new features to enhance the consumer experience on our sites, mobile-optimized sites and mobile applications;
- increase the frequency with which new and repeat customers purchase products on our sites through merchandising, data, analytics and technology;
- add new suppliers and deepen our relationships with our existing suppliers;
- grow certain categories where we under index the broader home goods market today, such as home improvement (e.g. plumbing, lighting and flooring), housewares, major appliances, mattresses, seasonal décor and decorative accents;
- enhance the systems our consumers use to interact with our sites and invest in our infrastructure platform;
- increase delivery speed and improve the delivery experience for our customers through the continued build-out of our proprietary logistics network;
- continue to expand internationally; and
- opportunistically pursue strategic acquisitions.

We cannot assure you we will be able to achieve any of the foregoing. Our customer base may not continue to grow or may decline as a result of increased competition and the maturation of our business. Failure to continue our revenue growth rates could have a material adverse effect on our financial condition and results of operations. You should not rely on our historical rate of revenue growth as an indication of our future performance.

If we fail to manage our growth effectively, our business, financial condition and operating results could be harmed.

To manage our growth effectively, we must continue to implement our operational plans and strategies, improve and expand our infrastructure of people and information systems and expand, train and manage our employee base. We have rapidly increased employee headcount since our inception to support the growth in our business. To support continued growth, we must effectively integrate, develop and motivate a large number of new employees. If our new hires perform poorly, if we are unsuccessful in hiring, training, managing, and integrating these new employees and staff, or if we are not successful in retaining our existing employees and staff, our business may be harmed. Moreover, we have recently implemented reductions in force and may in the future implement other reductions in force. Any reduction in force may yield unintended consequences and costs, such as attrition beyond the intended reduction in force, the distraction of employees, reduced employee morale and could adversely affect our reputation as an employer, which could make it more difficult for us to hire new employees in the future and the risk that we may not achieve the anticipated benefits from the reduction in force. Properly managing our growth will require us to establish

consistent policies across regions and functions, and a failure to do so could likewise harm our business. We also face significant competition for personnel, particularly in the Boston, Massachusetts and Berlin, Germany areas where our largest corporate offices are located. Failure to manage our hiring needs effectively or successfully integrate our new hires may have a material adverse effect on our business, financial condition and operating results.

Additionally, the growth of our business places significant demands on our operations, as well as our management and other employees. For example, we typically launch hundreds of promotional events across thousands of products each month on our sites via emails, "push" notifications and personalized displays. These events require us to produce updates of our sites and emails to our customers on a daily basis with different products, photos and text. Any surge in online traffic and orders associated with such promotional activities places increased strain on our operations, including our logistics network, and may cause or exacerbate slowdowns or interruptions. The growth of our business may require significant additional resources to meet these daily requirements, which may not scale in a cost-effective manner or may negatively affect the quality of our sites and customer experience. We are also required to manage relationships with a growing number of suppliers, customers and other third parties. Our information technology systems and our internal controls and procedures may not be adequate to support future growth of our supplier and employee base. If we are unable to manage the growth of our organization effectively, our business, financial condition and operating results may be materially adversely affected.

If we fail to acquire new customers or retain existing customers, or fail to do so in a cost-effective manner, we may not be able to achieve profitability.

Our success depends on our ability to acquire and retain customers in a cost-effective manner. In order to expand our customer base, we must appeal to and acquire customers who have historically used other means of commerce to purchase home goods and may prefer alternatives to our offerings, such as traditional brick and mortar retailers, the websites of our competitors or our suppliers' own websites. We have made significant investments related to customer acquisition and expect to continue to spend significant amounts to acquire additional customers. Our paid advertising efforts consist primarily of online channels, including display advertising, paid search advertising, social media advertising, search engine optimization, comparison shopping engine advertising, television advertising, direct mail, catalog and print advertising. These efforts are expensive and may not result in the cost-effective acquisition of customers. We cannot assure you that the net profit from new customers we acquire will ultimately exceed the cost of acquiring those customers. Additionally, actions by third parties to block or impose restrictions on the delivery of certain advertisements could also adversely impact our business. If we fail to deliver a quality shopping experience, or if consumers do not perceive the products we offer to be of high value and quality, we may not be able to acquire new customers or retain existing customers. If we are unable to acquire new customers who purchase products in numbers sufficient to grow our business, we may not be able to generate the scale necessary to drive beneficial network effects with our suppliers or efficiencies in our logistics network, our net revenue may decrease, and our business, financial condition and operating results may be materially adversely affected.

We believe that many of our new customers originate from word-of-mouth and other non-paid referrals from existing customers. Therefore, we must ensure that our existing customers remain loyal to us in order to continue receiving those referrals. If our efforts to satisfy our existing customers are not successful, we may not be able to acquire new customers in sufficient numbers to continue to grow our business, or we may be required to incur significantly higher marketing expenses in order to acquire new customers.

We also utilize non-paid advertising. Our non-paid advertising efforts include search engine optimization, non-paid social media, mobile "push" notifications and email. We obtain a significant amount of traffic via search engines and, therefore, rely on search engines such as Google, Bing and Yahoo!. Search engines frequently update and change the logic that determines the placement and display of results of a user's search, such that the purchased or algorithmic placement of links to our sites can be negatively affected. Moreover, a search engine could, for competitive or other purposes, alter its search algorithms or results, causing our sites to place lower in search query results. A major search engine could change its algorithms in a manner that negatively affects our paid or non-paid search ranking, and competitive dynamics could impact the effectiveness of search engine marketing or search engine optimization. We also obtain a significant amount of traffic via social networking websites or other channels used by our current and prospective customers. As e-commerce and social networking continue to rapidly evolve, we must continue to establish relationships with these channels and may be unable to develop or maintain these relationships on acceptable terms. If we are unable to cost-effectively drive traffic to our sites, our ability to acquire new customers or retain our existing customers and our financial condition would suffer.

Our success depends in part on our ability to increase our net revenue per active customer. If our efforts to increase customer loyalty and repeat purchasing as well as maintain high levels of customer engagement are not successful, our growth prospects and net revenue will be materially adversely affected.

Our ability to grow our business depends on our ability to retain our existing customer base and generate increased net revenue and repeat purchases from this customer base, and maintain high levels of customer engagement. To do this, we must continue to provide our customers and potential customers with a unified, convenient, efficient and differentiated shopping experience by:

- providing imagery, tools and technology that attract customers who historically would have bought elsewhere;
- maintaining a high-quality and diverse portfolio of products and services;
- delivering products on time and without damage; and
- maintaining and further developing our mobile platforms.

If we fail to increase net revenue per active customer, generate repeat purchases or maintain high levels of customer engagement, our growth prospects, operating results and financial condition could be materially adversely affected.

Our business depends on our ability to build and maintain strong brands. We may not be able to maintain and enhance our brands if we receive unfavorable customer complaints, negative publicity or otherwise fail to live up to consumers' expectations, which could materially adversely affect our business, results of operations and growth prospects.

Maintaining and enhancing our brands is critical to expanding our base of customers and suppliers. Our ability to maintain and enhance our brand depends largely on our ability to maintain customer confidence in our product and service offerings, including by delivering products on time and without damage. If customers do not have a satisfactory shopping experience, they may seek out alternative offerings from our competitors and may not return to our sites as often in the future, or at all. In addition, unfavorable publicity regarding, for example, our practices relating to privacy and data protection, product quality, delivery problems, competitive pressures, litigation or regulatory activity, could seriously harm our reputation. Such negative publicity also could have an adverse effect on the size, engagement, and loyalty of our customer base and result in decreased net revenue, which could adversely affect our business and financial results. A significant portion of our customers' brand experience also depends on third parties outside of our control, including suppliers and logistics providers such as FedEx, UPS, DHL, the U.S. Postal Service and other third-party delivery agents. If these third parties do not meet our or our customers' expectations, our brands may suffer irreparable damage.

In addition, maintaining and enhancing these brands may require us to make substantial investments, and these investments may not be successful. If we fail to promote and maintain our brands, or if we incur excessive expenses in this effort, our business, operating results and financial condition may be materially adversely affected. We anticipate that, as our market becomes increasingly competitive, maintaining and enhancing our brands may become increasingly difficult and expensive. Maintaining and enhancing our brands will depend largely on our ability to provide high quality products to our customers and a reliable, trustworthy and profitable sales channel to our suppliers, which we may not be able to do successfully.

Customer complaints or negative publicity about our sites, products, delivery times, company practices, employees, customer data handling and security practices or customer support, especially on blogs, social media websites and our sites, could rapidly and severely diminish consumer use of our sites and consumer and supplier confidence in us and result in harm to our brands.

Our efforts to expand our business into new brands, products, services, technologies, and geographic regions will subject us to additional business, legal, financial, and competitive risks and may not be successful.

Our business success depends to some extent on our ability to expand our customer offerings by launching new brands and services and by expanding our existing offerings into new geographies. For example, we launched Hykkon, an EU flagship brand, in 2019, the MyWay loyalty program in 2018, Perigold in 2017, and Wayfair.ca in Canada in 2016. Launching new brands and services or expanding internationally requires significant upfront investments, including investments in marketing, information technology, and additional personnel. Expanding our brands internationally is particularly challenging because it requires us to gain country-specific knowledge about consumers, regional competitors and local laws, construct catalogs specific to the country, build local logistics capabilities and customize portions of our technology for local markets. We may not be able to generate satisfactory net revenue from these efforts to offset these costs. Any lack of market acceptance of our efforts to launch new brands and services or to expand our existing offerings could have a material adverse effect on our business, prospects, financial

condition and results of operations. Further, as we continue to expand our fulfillment capability or add new businesses with different requirements, our logistics networks become increasingly complex and operating them becomes more challenging. There can be no assurance that we will be able to operate our networks effectively.

We have also entered and may continue to enter into new markets in which we have limited or no experience, which may not be successful or appealing to our customers. These activities may present new and difficult technological and logistical challenges, and resulting service disruptions, failures or other quality issues may cause customer dissatisfaction and harm our reputation and brand. Further, our current and potential competitors in new market segments may have greater brand recognition, financial resources, longer operating histories and larger customer bases than we do in these areas. As a result, we may not be successful enough in these newer areas to recoup our investments in them. If this occurs, our business, financial condition and operating results may be materially adversely affected.

Expansion of our international operations will require management attention and resources, involves additional risks, and may be unsuccessful, which could harm our future business development and existing domestic operations.

We believe international expansion represents a significant growth opportunity for us. Today, we deliver products to customers in a number of countries, and plan to expand into other international markets in order to grow our business, which will require significant management attention and resources. For example, we have made and will continue to make significant investments in information technology, logistics, supplier relationships, merchandising and marketing in the foreign jurisdictions in which we operate or plan to operate. We have limited experience in selling our products to conform to different local cultures, standards and regulations, and the products we offer may not appeal to customers in the same manner, if at all, in other geographies. We may have to compete with local companies which understand the local market better than we do and/or may have greater brand recognition than we do. In addition, to deliver satisfactory performance for customers in international locations, it may be necessary to locate physical facilities, such as consolidation centers and warehouses, in foreign markets, and we may have to invest in these facilities before we can determine whether or not our foreign operations are successful. We have limited experience establishing such facilities internationally and therefore may decide not to continue with the expansion of international operations. We may not be successful in expanding into additional international markets or in generating net revenue from foreign operations. Furthermore, different privacy, censorship, liability, intellectual property and other laws and regulations in foreign countries may cause our business, financial condition and operating results to be materially adversely affected.

Our future results could be materially adversely affected by a number of factors inherent in international operations, including:

- localization of our product offerings, including translation into foreign languages and adaptation for local practices, standards and regulations;
- the need to vary our practices in ways with which we have limited or no experience or which are less profitable or carry more risk to us;
- new and different sources of competition;
- unexpected changes in regulatory requirements, taxes, trade laws, tariffs, export quotas, custom duties or other trade restrictions;
- differing labor regulations where labor laws may be more advantageous to employees as compared to the U.S.;
- different or more stringent regulations relating to data protection, privacy, encryption, and security, including the use of commercial and personal information, particularly in the European Union;
- different laws or regulations regarding restrictions on pricing or discounts;
- changes in a specific country's or region's political or economic conditions, including the United Kingdom's exit from the European Union, commonly referred to as "Brexit";
- the rising cost of labor in the foreign countries in which our suppliers operate, resulting in increases in our costs of doing business internationally;
- challenges inherent in efficiently managing an increased number of employees over large geographic distances, including the need to implement appropriate systems, policies, benefits and compliance programs and maintain our corporate culture across geographies;

- risks resulting from changes in currency exchange rates;
- limitations on our ability to reinvest earnings from operations in one country to fund the capital needs of our operations in other countries;
- different or lesser intellectual property protection;
- exposure to liabilities under anti-corruption and anti-money laundering laws, including the U.S. Foreign Corrupt Practices Act and similar laws and regulations in other jurisdictions;
- business licensing or certification requirements, such as for imports, exports, and international operations;
- differing payment processing systems as well as consumer use and acceptance of electronic payment methods, such as payment cards; and
- differing fulfillment, distribution, logistics and systems infrastructure.

Operating internationally requires significant management attention and financial resources. We cannot be certain that the investment and additional resources required to establish and expand our international operations will produce desired levels of net revenue or profitability. If we invest substantial time and resources to establish and expand our international operations and are unable to do so successfully and in a timely manner, our business, financial condition and operating results may be materially adversely affected.

Fluctuations in currency exchange rates could adversely affect our financial performance and our reported results of operations.

Because we generate net revenue in the local currencies of our international business, our financial results are impacted by fluctuations in currency exchange rates. The results of operations of our international business is exposed to currency exchange rate fluctuations as the the financial results of the applicable subsidiaries are translated from the local currency to U.S. dollars for financial reporting purposes. Our Consolidated Financial Statements are denominated in U.S. dollars and as a result fluctuations in currency exchange rates may adversely affect our results of operations or financial results. If the U.S. dollar weakens against foreign currencies, the translation of these foreign currency denominated net revenues or expenses will result in increased U.S. dollar denominated net revenues and expenses. Similarly, if the U.S. dollar strengthens against foreign currencies, particularly the euro, the British pound, or the Canadian dollar, our translation of foreign currency denominated net revenues or expenses will result in lower U.S. dollar denominated net revenues and expenses. To date, we have not entered into any currency hedging contracts. As a result, fluctuations in foreign exchange rates could significantly impact our financial results.

Brexit may continue to have a significant impact on currency exchange rates and the global and European economy generally. The outcome of the referendum caused volatility in global stock markets and foreign currency exchange rate fluctuations, including the strengthening of the U.S. dollar against the British pound and the euro, which may continue or worsen as the outcome of the ultimate terms of the withdrawal of the United Kingdom from the European Union becomes clear.

We have a history of losses and expect to have operating losses and negative cash flow as we continue to expand our business.

We have a history of losses, and we accumulated \$306.2 million in common members' deficit as Wayfair LLC and an additional \$2,065.4 million loss as Wayfair Inc. through December 31, 2019. Because the market for purchasing home goods online is rapidly evolving and has not yet reached widespread adoption, it is difficult for us to predict our future operating results. As a result, our losses may be larger than anticipated, and we may never achieve profitability. Also, we expect our operating expenses to increase over the next several years as we expand internationally, continue to grow our proprietary logistics network, hire more employees and continue to develop new brands, features and services. Furthermore, if our future growth and operating performance fail to meet investor or analyst expectations, or if we have future negative cash flow or losses resulting from our investment in acquiring new customers, our financial condition and stock price could be materially adversely affected.

System interruptions that impair customer access to our sites or other performance failures or incidents involving our logistics network, our technology infrastructure or our critical technology partners could damage our business, reputation and brand and substantially harm our business and results of operations.

The satisfactory performance, reliability and availability of our sites, transaction processing systems, logistics network, and technology infrastructure are critical to our reputation and our ability to acquire and retain customers, as well as maintain adequate customer service levels.

For example, if one of our data centers fails or suffers an interruption or degradation of services, we could lose customer data and miss order fulfillment deadlines, which could harm our business. Our systems and operations, including our ability to fulfill customer orders through our logistics network, are also vulnerable to damage or interruption from inclement weather, fire, flood, power loss, telecommunications failure, terrorist attacks, labor disputes, cyber-attacks, data loss, acts of war, break-ins, earthquake and similar events. In the event of a data center failure, the failover to a back-up could take substantial time, during which time our sites could be completely shut down. Further, our back-up services may not effectively process spikes in demand, may process transactions more slowly and may not support all of our sites' functionality.

We use complex proprietary software in our technology infrastructure, which we seek to continually update and improve. We may not always be successful in executing these upgrades and improvements, and the operation of our systems may be subject to failure. In particular, we have in the past and may in the future experience slowdowns or interruptions in some or all of our sites when we are updating them, and new technologies or infrastructures may not be fully integrated with existing systems on a timely basis, or at all. Additionally, we have expanded our use of third-party services, including third-party "cloud" computing services, and as a result our technology infrastructure may be subject to slowdowns or interruptions as a result of integration with such services and/or failures by such third-parties, which are out of our control. Our net revenue depends on the number of visitors who shop on our sites and the volume of orders we can handle. Unavailability of our sites or reduced order fulfillment performance would reduce the volume of goods sold and could also materially adversely affect consumer perception of our brand.

We may experience periodic system interruptions from time to time. In addition, continued growth in our transaction volume, as well as surges in online traffic and orders associated with promotional activities or seasonal trends in our business, place additional demands on our technology platform and could cause or exacerbate slowdowns or interruptions. If there is a substantial increase in the volume of traffic on our sites or the number of orders placed by customers, we may be required to further expand and upgrade our technology, logistics network, transaction processing systems and network infrastructure. There can be no assurance that we will be able to accurately project the rate or timing of increases, if any, in the use of our sites or expand and upgrade our systems and infrastructure to accommodate such increases on a timely basis. In order to remain competitive, we must continue to enhance and improve the responsiveness, functionality and features of our sites, which is particularly challenging given the rapid rate at which new technologies, customer preferences and expectations and industry standards and practices are evolving in the e-commerce industry. Accordingly, we redesign and enhance various functions on our sites on a regular basis, and we may experience instability and performance issues as a result of these changes.

Any slowdown, interruption or performance failure of our sites and the underlying technology and logistics infrastructure could harm our business, reputation and our ability to acquire, retain and serve our customers, which could materially adversely affect our results of operations. Our disaster recovery plan may be inadequate, and our business interruption insurance may not be sufficient to compensate us for the losses that could occur.

We rely upon Google Cloud to operate certain aspects of our service and any disruption of or interference with our use of the Google Cloud operation would impact our operations and our business would be adversely impacted.

Google Cloud provides a distributed computing infrastructure platform for business operations, or what is commonly referred to as a "cloud" computing service. We have architected certain of our software and computer systems so as to also utilize data processing, storage capabilities and other services provided by Google Cloud. Given this, along with the fact that we cannot rapidly switch our Google Cloud operations to another cloud provider, any disruption of or interference with our use of Google Cloud would impact our operations and our business would be adversely impacted.

Our failure or the failure of third-party service providers to protect our sites, networks and systems against security breaches, or otherwise to protect our confidential information, could damage our reputation and brand and substantially harm our business and operating results.

We collect, maintain, transmit and store data about our customers, employees, contractors, suppliers, vendors and others, including credit card information and personally identifiable information, as well as other confidential and proprietary information. We also employ third-party service providers that store, process and transmit certain proprietary, personal and confidential information on our behalf. We rely on encryption and authentication technology licensed from third parties in an effort to securely transmit, encrypt, anonymize or pseudonymize certain confidential and sensitive information, including credit card numbers. Advances in computer capabilities, new technological discoveries or other developments may result in the whole or partial failure of this technology to protect transaction and personal data or other confidential and sensitive information from being breached or compromised. Our security measures, and those of our third-party service providers, may not detect or prevent all attempts to hack our systems, denial-of-service attacks, viruses, malicious software, break-ins, phishing attacks, social engineering, security breaches or other attacks and similar disruptions that may jeopardize the security of information stored in or transmitted by our sites, networks and systems or that we or our third-party service providers otherwise maintain, including payment card systems and human resources management platforms. We and our service providers may not anticipate or prevent all types of attacks until after they have already been launched, and techniques used to obtain unauthorized access to or sabotage systems change frequently and may not be known until launched against us or our third-party service providers. In addition, security breaches can also occur as a result of non-technical issues, including intentional or inadvertent breaches by our employees or by persons with whom we have commercial relationships.

Breaches of our security measures or those of our third-party service providers or cyber security incidents could result in unauthorized access to our sites, networks and systems; unauthorized access to and misappropriation of personal information, including consumers' and employees' personally identifiable information, or other confidential or proprietary information of ourselves or third parties; limited or terminated access to certain payment methods or fines or higher transaction fees to use such methods; viruses, worms, spyware or other malware being served from our sites, networks or systems; deletion or modification of content or the display of unauthorized content on our sites; interruption, disruption or malfunction of operations; costs relating to breach remediation, deployment or training of additional personnel and protection technologies, responses to governmental investigations and media inquiries and coverage; engagement of third party experts and consultants; litigation, regulatory action and other potential liabilities. If any of these breaches of security occur, our reputation and brand could be damaged, our business may suffer, we could be required to expend significant capital and other resources to alleviate problems caused by such breaches and we could be exposed to a risk of loss, litigation or regulatory action and possible liability. In addition, any party who is able to illicitly obtain a customer's password could access that customer's transaction data or personal information. Any compromise or breach of our security measures, or those of our third-party service providers, could violate applicable privacy, data security and other laws, and cause significant legal and financial exposure, adverse publicity and a loss of confidence in our security measures, which could have a material adverse effect on our business, financial condition and operating results. Although we maintain privacy, data breach and network security liability insurance, we cannot be certain that our coverage will be adequate for liabilities actually incurred or that insurance will continue to be available to us on economically reasonable terms, or at all. We may need to devote significant resources to protect against security breaches or to address problems caused by breaches, diverting resources from the growth and expansion of our business.

Our business is highly competitive. Competition presents an ongoing threat to the success of our business.

Our business is rapidly evolving and intensely competitive, and we have many competitors in different industries. Our competition includes furniture stores, big box retailers, department stores, specialty retailers, and online retailers and marketplaces in the U.S., Canada, the United Kingdom and Germany, including:

- *Furniture Stores:* Ashley Furniture, Bob's Discount Furniture, Havertys, Raymour & Flanagan, Rooms To Go;
- *Big Box Retailers:* Bed Bath & Beyond, Home Depot, IKEA, Lowe's, Target and Walmart;
- *Department Stores:* JCPenney and Macy's;
- *Specialty Retailers:* Crate and Barrel, Ethan Allen, TJX Companies, At Home, Williams Sonoma, Restoration Hardware, Arhaus, Design Within Reach, Horchow, Room & Board, Floor & Decor, Mitchell Gold + Bob Williams;
- *Online Retailers and Online Marketplaces:* Amazon, Build.com, Houzz and eBay; and
- *International:* Leon's, Canadian Tire, John Lewis, Argos, Westwing, Otto and Home24, in addition to several of the companies listed above who also compete with us internationally.

We expect competition in e-commerce generally to continue to increase. We believe that our ability to compete successfully depends upon many factors both within and beyond our control, including:

- the size and composition of our customer base;
- the number of suppliers and products we feature on our sites;
- our selling and marketing efforts;
- the quality, price and reliability of products we offer;
- the convenience of the shopping experience that we provide;
- our ability to distribute our products and manage our operations; and
- our reputation and brand strength.

Many of our current competitors have, and potential competitors may have, longer operating histories, greater brand recognition, larger fulfillment infrastructures, greater technical capabilities, faster and less costly shipping, significantly greater financial, marketing and other resources and larger customer bases than we do. These factors may allow our competitors to derive greater net revenue and profits from their existing customer base, acquire customers at lower costs or respond more quickly than we can to new or emerging technologies and changes in consumer habits. These competitors may engage in more extensive research and development efforts, undertake more far-reaching marketing campaigns and adopt more aggressive pricing policies, which may allow them to build larger customer bases or generate net revenue from their customer bases more effectively than we do.

Purchasers of home goods may not choose to shop online, which would prevent us from growing our business.

We believe the online market for home goods is less developed than the online market for apparel, consumer electronics and other consumer products and, we believe, only accounts for a small portion of the market as a whole. If the online market for home goods does not gain acceptance, our business may suffer. Our success will depend, in part, on our ability to attract consumers who have historically purchased home goods through traditional retailers. Furthermore, we may have to incur significantly higher and more sustained advertising and promotional expenditures in order to attract additional online consumers to our sites and convert them into purchasing customers. Specific factors that could impact consumers' willingness to purchase home goods from us include:

- concerns about buying products, and in particular larger products, without a physical storefront, face-to-face interaction with sales personnel and the ability to physically examine products;
- delivery time associated with online orders;
- actual or perceived lack of security of online transactions and concerns regarding the privacy or protection of personal information;
- delayed shipments or shipments of incorrect or damaged products;
- inconvenience associated with returning or exchanging items purchased online; and
- usability, functionality and features of our sites.

If the shopping experience we provide does not appeal to consumers or meet the expectations of existing customers, we may not acquire new customers at rates consistent with historical periods, acquired customers may not become repeat customers, and existing customers' buying patterns and levels may be less than historical rates.

We may be subject to product liability and other similar claims if people or property are harmed by the products we sell.

Some of the products we sell may expose us to product liability and other claims and litigation (including class actions) or regulatory action relating to safety, personal injury, death or environmental or property damage. Some of our agreements with members of our supply chain may not indemnify us from product liability for a particular product, and some members of our supply chain may not have sufficient resources or insurance to satisfy their indemnity and defense obligations. Although we maintain liability insurance, we cannot be certain that our coverage will be adequate for liabilities actually incurred or that insurance will continue to be available to us on economically reasonable terms, or at all.

Risks associated with the suppliers from whom our products are sourced could materially adversely affect our financial performance as well as our reputation and brand.

We depend on our ability to provide our customers with a wide range of products from qualified suppliers in a timely and efficient manner. Political and economic instability, global or regional adverse conditions, such as pandemics or other disease outbreaks or natural disasters, the financial stability of suppliers, suppliers' ability to meet our standards, labor problems experienced by suppliers, the availability or cost of raw materials, merchandise quality issues, currency exchange rates, trade tariff developments, transport availability and cost, including import-related taxes, transport security, inflation, and other factors relating to our suppliers are beyond our control. As an example, the recent outbreak of the novel coronavirus (COVID-19) in China could adversely impact supplier facilities and operations due to extended holidays, factory closures and risks of labor shortages, among other things, which may materially and adversely affect our business, financial condition and results of operations.

Our agreements with most of our suppliers do not provide for the long-term availability of merchandise or the continuation of particular pricing practices, nor do they usually restrict such suppliers from selling products to other buyers. There can be no assurance that our current suppliers will continue to seek to sell us products on current terms or that we will be able to establish new or otherwise extend current supply relationships to ensure product acquisitions in a timely and efficient manner and on acceptable commercial terms. Our ability to develop and maintain relationships with reputable suppliers and offer high quality merchandise to our customers is critical to our success. If we are unable to develop and maintain relationships with suppliers that would allow us to offer a sufficient amount and variety of quality merchandise on acceptable commercial terms, our ability to satisfy our customers' needs, and therefore our long-term growth prospects, would be materially adversely affected.

Further, we rely on our suppliers' representations of product quality, safety and compliance with applicable laws and standards. If our suppliers or other vendors violate applicable laws, regulations or our supplier code of conduct, or implement practices regarded as unethical, unsafe, or hazardous to the environment, it could damage our reputation and negatively affect our operating results. Further, concerns regarding the safety and quality of products provided by our suppliers could cause our customers to avoid purchasing those products from us, or avoid purchasing products from us altogether, even if the basis for the concern is outside of our control. As such, any issue, or perceived issue, regarding the quality and safety of any items we sell, regardless of the cause, could adversely affect our brand, reputation, operations and financial results.

We also are unable to predict whether any of the countries in which our suppliers' products are currently manufactured or may be manufactured in the future will be subject to new, different, or additional trade restrictions imposed by the U.S. or foreign governments or the likelihood, type or effect of any such restrictions. Any event causing a disruption or delay of imports from

suppliers with international manufacturing operations, including the imposition of additional import restrictions, restrictions on the transfer of funds or increased tariffs or quotas, could increase the cost or reduce the supply of merchandise available to our customers and materially adversely affect our financial performance as well as our reputation and brand. Furthermore, some or all of our suppliers' foreign operations may be adversely affected by political and financial instability, resulting in the disruption of trade from exporting countries, restrictions on the transfer of funds or other trade disruptions.

In addition, our business with foreign suppliers, particularly with respect to our international sites, may be affected by changes in the value of the U.S. dollar relative to other foreign currencies. For example, any movement by any other foreign currency against the U.S. dollar may result in higher costs to us for those goods. Declines in foreign currencies and currency exchange rates might negatively affect the profitability and business prospects of one or more of our foreign suppliers. This, in turn, might cause such foreign suppliers to demand higher prices for merchandise in their effort to offset any lost profits associated with any currency devaluation, delay merchandise shipments, or discontinue selling to us altogether, any of which could ultimately reduce our sales or increase our costs.

We may be unable to source new suppliers or strengthen our relationships with current suppliers.

We have relationships with over 12,000 suppliers. Our agreements with suppliers are generally terminable at will by either party upon short notice. If we do not maintain our existing relationships or build new relationships with suppliers on acceptable commercial terms, we may not be able to maintain a broad selection of merchandise, and our business and prospects would suffer severely.

In order to attract quality suppliers to our platform, we must:

- demonstrate our ability to help our suppliers increase their sales;
- offer suppliers a high quality, cost-effective fulfillment process; and
- continue to provide suppliers with a dynamic and real-time view of our demand and inventory needs.

If we are unable to provide our suppliers with a compelling return on investment and an ability to increase their sales, we may be unable to maintain and/or expand our supplier network, which would negatively impact our business.

We depend on our suppliers to perform certain services regarding the products that we offer.

As part of offering our suppliers' products for sale on our sites, suppliers are often responsible for conducting a number of traditional retail operations with respect to their respective products, including maintaining inventory and preparing merchandise for shipment to our customers. In these instances, we may be unable to ensure that suppliers will perform these services to our or our customers' satisfaction in a manner that provides our customer with a unified brand experience or on commercially reasonable terms. If our customers become dissatisfied with the services provided by our suppliers, our business, reputation and brands could suffer.

We depend on our relationships with third parties, and changes in our relationships with these parties could adversely impact our net revenue and profits.

We rely on third parties to operate certain elements of our business. For example, carriers such as FedEx, UPS, DHL and the U.S. Postal Service deliver many of our small parcel products and third party national, regional, and local transportation companies deliver a portion of our large parcel products, including through our WDN . As a result, we may be subject to shipping delays or disruptions caused by inclement weather, natural disasters, system interruptions and technology failures, labor activism, health epidemics or bioterrorism. We are also subject to risks of breakage or other damage during delivery by any of these third parties. We also use and rely on other services from third parties, such as cloud computing services, telecommunications services, customs, consolidation and shipping services, as well as warranty, installation, assembly and design services. We may be unable to maintain these relationships, and these services may also be subject to outages and interruptions that are not within our control. For example, failures by our telecommunications providers have in the past and may in the future interrupt our ability to provide phone support to our customers. Third parties may in the future determine they no longer wish to do business with us or may decide to take other actions that could harm our business. We may also determine that we no longer want to do business with them. If products are not delivered in a timely fashion or are damaged during the delivery process, or if we are not able to provide adequate customer support or other services or offerings, our customers could become dissatisfied and cease buying products through our sites, which would adversely affect our operating results.

If our internal control over financial reporting or our disclosure controls and procedures are not effective, we may not be able to accurately report our financial results, prevent fraud or file our periodic reports in a timely manner, which may cause investors to lose confidence in our reported financial information and may lead to a decline in our stock price.

The Sarbanes-Oxley Act of 2002 requires that we maintain effective internal control over financial reporting and disclosure controls and procedures. In particular, we must perform system and process evaluation, document our controls and perform testing of our key control over financial reporting to allow management and our independent public accounting firm to report on the effectiveness of our internal control over financial reporting, as required by Section 404 of the Sarbanes-Oxley Act. Our testing, or the subsequent testing by our independent public accounting firm, may reveal deficiencies in our internal control over financial reporting that are deemed to be material weaknesses. If we are not able to comply with the requirements of Section 404 in a timely manner, or if we or our accounting firm identify deficiencies in our internal control over financial reporting that are deemed to be material weaknesses, the market price of our stock would likely decline and we could be subject to lawsuits, sanctions or investigations by regulatory authorities, including SEC enforcement actions, and we could be required to restate our financial results, any of which would require additional financial and management resources.

We continue to invest in more robust technology and in more resources in order to manage those reporting requirements. Implementing the appropriate changes to our internal controls may distract our officers and employees, result in substantial costs and require significant time to complete. Any difficulties or delays in implementing these controls could impact our ability to timely report our financial results. For these reasons, we may encounter difficulties in the timely and accurate reporting of our financial results, which would impact our ability to provide our investors with information in a timely manner. As a result, our investors could lose confidence in our reported financial information, and our stock price could decline.

In addition, any such changes do not guarantee that we will be effective in maintaining the adequacy of our internal controls, and any failure to maintain that adequacy could prevent us from accurately reporting our financial results.

We may be unable to accurately forecast our financial and operating results and appropriately plan our expenses in the future.

Our financial and operating results are inherently uncertain and difficult to forecast because they generally depend on the volume, timing, and type of orders we receive, all of which are uncertain. In particular, we cannot be sure that our historical growth rates, trends, and other key performance metrics are meaningful predictors of future growth. In addition, our mix of product offerings is highly variable from day-to-day and quarter-to-quarter. This variability makes it difficult to predict sales and could result in significant fluctuations in our net revenue from period-to-period. Our business is also affected by general economic and business conditions in the U.S., and we anticipate that it will be increasingly affected by conditions in international markets. As a result, forecasted financial and operating results may differ materially from actual results, which could materially adversely affect our financial condition and stock price. For example, if certain of our assumptions or estimates prove to be wrong, we may spend more than we anticipate acquiring and retaining customers or may generate less net revenue per active customer than anticipated, which could cause us to miss our earnings guidance or negatively impact the results we report which could negatively impact our stock price.

The seasonal trends in our business create variability in our financial and operating results and place increased strain on our operations.

We experience surges in online traffic and orders associated with promotional activities and seasonal trends. This activity may place additional demands on our technology systems and logistics network and could cause or exacerbate slowdowns or interruptions. Any such system, site or service interruptions could prevent us from efficiently receiving or fulfilling orders, which may reduce the volume or quality of goods or services we sell and may cause customer dissatisfaction and harm our reputation and brand.

Our ability to raise capital in the future may be limited, and our failure to raise capital when needed could prevent us from growing.

In the future, we could be required to or may decide to raise capital through public or private financing or other arrangements. Such financing may not be available on acceptable terms, or at all, and our failure to raise capital when needed or desired could harm our business. Our ability to raise additional capital, if and when required, will depend on, among other factors, investor demand, our operating performance, our credit rating, and the condition of the capital markets. We may sell Class A common stock, convertible securities and other equity securities in one or more transactions at prices and in a manner as we may determine from time to time. If we sell any such securities in subsequent transactions, holders of our Class A common stock, including holders of any Class A common stock issued upon conversion of our convertible notes, may be materially diluted. New investors in such subsequent transactions could gain rights, preferences and privileges senior to those of holders of our Class A common stock. Debt financing, if available, may involve restrictive covenants and could reduce our operational flexibility or profitability. If we cannot raise funds on acceptable terms, we may not be able to grow our business or respond to competitive pressures.

Our business may be adversely affected if we are unable to provide our customers a cost-effective shopping platform that is able to respond and adapt to rapid changes in technology.

The number of people who access the Internet through devices other than personal computers, including mobile phones, smartphones, handheld computers such as notebooks and tablets, video game consoles, and television set-top devices, has increased dramatically in the past few years. We continually upgrade existing technologies and business applications to keep pace with these rapidly changing and continuously evolving technologies, and we may be required to implement new technologies or business applications in the future. The implementation of these upgrades and changes requires significant investments and as new devices and platforms are released, it is difficult to predict the problems we may encounter in developing applications for these alternative devices and platforms. Additionally, we may need to devote significant resources to the support and maintenance of such applications once created. Our results of operations may be affected by the timing, effectiveness and costs associated with the successful implementation of any upgrades or changes to our systems and infrastructure to accommodate such alternative devices and platforms. Further, in the event that it is more difficult or less compelling for our customers to buy products from us on their mobile or other devices, or if our customers choose not to buy products from us on such devices or to use mobile or other products that do not offer access to our sites, our customer growth could be harmed and our business, financial condition and operating results may be materially adversely affected.

Significant merchandise returns could harm our business.

We allow our customers to return products, subject to our return policy. If merchandise returns are significant, our business, prospects, financial condition and results of operations could be harmed. Further, we modify our policies relating to returns from time to time, which may result in customer dissatisfaction or an increase in the number of product returns. Many of our products are large and require special handling and delivery. From time to time our products are damaged in transit, which can increase return rates and harm our brand.

Uncertainties in global economic conditions and their impact on consumer spending patterns, particularly in the home goods market, could adversely impact our operating results.

Consumers may view a substantial portion of the products we offer as discretionary items rather than necessities. As a result, our results of operations are sensitive to changes in macro-economic conditions that impact consumer spending, including discretionary spending. Some of the factors adversely affecting consumer spending include levels of unemployment; consumer debt levels; changes in net worth based on market changes and uncertainty; home foreclosures and changes in home values or the overall housing, residential construction or home improvement markets; fluctuating interest rates; credit availability, including mortgages, home equity loans and consumer credit; government actions; fluctuating fuel and other energy costs; fluctuating commodity prices and general uncertainty regarding the overall future economic environment. Adverse economic changes in any of the regions in which we sell our products could reduce consumer confidence and could negatively affect net revenue and have a material adverse effect on our operating results.

Our business relies heavily on email and other messaging services, and any restrictions on the sending of emails or messages or an inability to timely deliver such communications could materially adversely affect our net revenue and business.

Our business is highly dependent upon email and other messaging services for promoting our sites and products. Daily promotions offered through emails and other messages sent by us, or on our behalf by our vendors, generate a significant portion of our net revenue. We provide daily emails and "push" communications to customers and other visitors informing them of what is available for purchase on our sites that day, and we believe these messages are an important part of our customer experience and help generate a substantial portion of our net revenue. If we are unable to successfully deliver emails or other messages to our subscribers, or if subscribers decline to open our emails or other messages, our net revenue and profitability would be materially adversely affected. Changes in how webmail applications organize and prioritize email may also reduce the number of subscribers opening our emails. For example, Google's Gmail service has a feature that organizes incoming emails into categories and such categorization or similar inbox organizational features may result in our emails being delivered in a less prominent location in a subscriber's inbox or viewed as "spam" by our subscribers and may reduce the likelihood of that subscriber opening our emails. Actions by third parties to block, impose restrictions on or charge for the delivery of emails or other messages could also adversely impact our business. From time to time, Internet service providers or other third parties may block bulk email transmissions or otherwise experience technical difficulties that result in our inability to successfully deliver emails or other messages to third parties. Changes in the laws or regulations that limit our ability to send such communications or impose additional requirements upon us in connection with sending such communications would also materially adversely impact our business. Our use of email and other messaging services to send communications about our sites or other matters may also result in legal claims against us, which may cause us increased expenses, and if successful might result in fines and orders with costly reporting and compliance obligations or might limit or prohibit our ability to send emails or other messages. We also rely on social networking messaging services to send communications and to encourage customers to send communications. Changes to the terms of these social networking services to limit promotional communications, any restrictions that would limit our ability or our customers' ability to send communications through their services, disruptions or downtime experienced by these social networking services or decline in the use of or engagement with social networking services by customers and potential customers could materially adversely affect our business, financial condition and operating results.

We are subject to risks related to online payment methods.

We accept payments using a variety of methods, including credit card, debit card, PayPal, credit accounts (including promotional financing), gift cards, and customer invoicing. We rely on third parties to provide many of these payment methods and payment processing services, including certain Wayfair-branded programs and promotional financing. As we offer new payment options to consumers, we may be subject to additional regulations, compliance requirements and fraud. For certain payment methods, including credit and debit cards, we pay interchange and other fees, which may increase over time and raise our operating costs and lower profitability. We also offer private label and/or co-branded credit card programs, which could adversely affect our operating results if terminated. We are also subject to payment card association operating rules and certification requirements, including the Payment Card Industry Data Security Standard and rules governing electronic funds transfers, which could change or be reinterpreted to make it difficult or impossible for us to comply. As our business changes, we may also be subject to different rules under existing standards, which may require new assessments that involve costs above what we currently pay for compliance. If we fail to comply with the rules or requirements of any provider of a payment method we accept, if the volume of fraud in our transactions limits or terminates our rights to use payment methods we currently accept, or if a data breach occurs relating to our payment systems, we may, among other things, be subject to fines or higher transaction fees and may lose, or face restrictions placed upon, our ability to accept credit card and debit card payments from consumers or to facilitate other types of online payments. If any of these events were to occur, our business, financial condition and operating results could be materially adversely affected.

We occasionally receive orders placed with fraudulent credit card data. We may suffer losses as a result of orders placed with fraudulent credit card data even if the associated financial institution approved payment of the orders. Under current credit card practices, we may be liable for fraudulent credit card transactions. If we are unable to detect or control credit card fraud, our liability for these transactions could harm our business, financial condition and results of operations.

Government regulation of the Internet and e-commerce is evolving, and unfavorable changes or failure by us to comply with these regulations could substantially harm our business and results of operations.

We are subject to general business regulations and laws as well as regulations and laws specifically governing the Internet and e-commerce. Existing and future regulations and laws could impede the growth of the Internet, e-commerce or mobile commerce. These regulations and laws may involve taxes, tariffs, privacy and data security, anti-spam, content protection, electronic contracts and communications, consumer protection, Internet neutrality and gift cards. It is not clear how existing laws governing issues such as property ownership, sales and other taxes and consumer privacy apply to the Internet as the vast majority of these laws were adopted prior to the advent of the Internet and do not contemplate or address the unique issues raised by the Internet or e-commerce. It is possible that general business regulations and laws, or those specifically governing the Internet or e-commerce, may be interpreted and applied in a manner that is inconsistent from one jurisdiction to another and may conflict with other rules or our practices. We cannot be sure that our practices have complied, comply or will comply fully with all such laws and regulations. Any failure, or perceived failure, by us to comply with any of these laws or regulations could result in damage to our reputation, a loss in business and proceedings or actions against us by governmental entities or others. Any such proceeding or action could hurt our reputation, force us to spend significant amounts in defense of these proceedings, distract our management, increase our costs of doing business, decrease the use of our sites by consumers and suppliers and may result in the imposition of monetary liability. We may also be contractually liable to indemnify and hold harmless third parties from the costs or consequences of non-compliance with any such laws or regulations. In addition, it is possible that governments of one or more countries may seek to censor content available on our sites or may even attempt to completely block access to our sites. Adverse legal or regulatory developments could substantially harm our business. In particular, in the event that we are restricted, in whole or in part, from operating in one or more countries, our ability to retain or increase our customer base may be adversely affected, and we may not be able to maintain or grow our net revenue and expand our business as anticipated. Further, as we enter into new market segments or geographical areas and expand the products and services we offer, we may be subject to additional laws and regulatory requirements or prohibited from conducting our business, or certain aspects of it, in certain jurisdictions. We will incur additional costs complying with these additional obligations and any failure or perceived failure to comply would adversely affect our business and reputation.

Failure to comply with federal, state and international laws and regulations relating to privacy, data protection and consumer protection, or the expansion of current or the enactment of new laws or regulations relating to privacy, data protection and consumer protection, could adversely affect our business and our financial condition.

A variety of federal, state and international laws and regulations govern the collection, use, retention, sharing, export and security of personal information. Laws and regulations relating to privacy, data protection and consumer protection are complex and rapidly evolving and subject to potentially differing interpretations. These requirements may be interpreted and applied in a manner that is inconsistent from one jurisdiction to another or may conflict with other rules or our practices. As a result, our practices may not comply, or may not comply in the future, with all such laws, regulations, requirements and obligations. Any failure, or perceived failure, by us to comply with our posted privacy policies or with any federal, state or international privacy or consumer protection-related laws, regulations, industry self-regulatory principles, industry standards or codes of conduct, regulatory guidance, orders to which we may be subject or other legal obligations relating to privacy or consumer protection could adversely affect our reputation, brand and business, and may result in claims, proceedings or actions against us by governmental entities or others or other liabilities or require us to change our operations and/or cease using certain data sets. Any such claim, proceeding or action could hurt our reputation, brand and business, force us to incur significant expenses in defense of such proceedings, distract our management, increase our costs of doing business, result in a loss of customers and suppliers and may result in the imposition of monetary penalties and otherwise adversely affect our financial condition and operating results. We may also be contractually required to indemnify and hold harmless third parties from the costs or consequences of non-compliance with any laws, regulations or other legal obligations relating to privacy or consumer protection or any inadvertent or unauthorized use or disclosure of data that we store or handle as part of operating our business.

Foreign data protection, privacy and other laws and regulations have historically been more restrictive than those in the U.S. The European Union, for example, traditionally has imposed stricter obligations under its laws and regulations relating to privacy, data protection and consumer protection than the U.S. In May 2018, the General Data Protection Regulation ("GDPR") governing data practices and privacy in the European Union became effective and replaced the data protection laws of the individual member states. The law requires companies to meet stringent requirements regarding the handling of personal data of individuals in the EU. These requirements may require substantial expense, efforts and resources that may be diverted from other projects. The law also includes significant penalties for non-compliance, which may result in monetary penalties of up to 20 million euros or 4% of a company's worldwide turnover, whichever is higher. GDPR and other similar regulations require companies to give specific types of notice and in some cases seek consent from consumers and other data subjects before collecting or using their data for certain purposes, including some marketing activities. In addition, Brexit could also lead to further legislative and regulatory changes. . It remains unclear how the United Kingdom data protection laws or regulations will develop in the medium to longer term and how data transfer to and from the United Kingdom will be regulated. Outside of the European Union, there are many countries with data protection laws, and new countries are adopting data protection legislation with increasing frequency. Many of these laws may require consent from consumers for the use of data for various purposes, including marketing, which may reduce our ability to market our products. There is no harmonized approach to these laws and regulations globally. Consequently, we increase our risk of non-compliance with applicable foreign data protection laws and regulations as we continue our international expansion. We may need to change and limit the way we use personal information in operating our business and may have difficulty maintaining a single operating model that is compliant. Compliance with such laws and regulations will result in additional costs and may necessitate changes to our business practices and divergent operating models, which may adversely affect our business and financial condition.

In addition, various federal, state and foreign legislative and regulatory bodies, or self-regulatory organizations, may expand current laws or regulations, enact new laws or regulations or issue revised rules or guidance regarding privacy, data protection and consumer protection. Any such changes may force us to incur substantial costs or require us to change our business practices. This could compromise our ability to pursue our growth strategy effectively and may adversely affect our ability to acquire customers or otherwise harm our business, financial condition and operating results. For example, California recently enacted the California Consumer Privacy Act ("CCPA"), that went in to effect on January 1, 2020. The potential effects of the CCPA are far-reaching and may require us to further modify our data processing practices and policies and incur additional costs and expenses in an effort to comply.

If the use of "cookie" tracking technologies is further restricted, regulated, or blocked, or if changes in technology cause cookies to become less reliable or acceptable as a means of tracking consumer behavior, the amount or accuracy of internet user information we collect would decrease, which could harm our business and operating results.

Federal, state and international governmental authorities continue to evaluate the privacy implications inherent in the use of proprietary or third-party "cookies" and other methods of online tracking for behavioral advertising and other purposes. U.S. and foreign governments have enacted, have considered or are considering legislation or regulations that could significantly restrict the ability of companies and individuals to engage in these activities, such as by regulating the level of consumer notice and consent required before a company can employ cookies or other electronic tracking tools or the use of data gathered with such tools. Additionally, some providers of consumer devices and web browsers have implemented, or announced plans to implement, means to make it easier for Internet users to prevent the placement of cookies or to block other tracking technologies, which could if widely adopted significantly reduce the effectiveness of such practices and technologies. We may have to develop alternative systems to determine our clients' behavior, customize their online experience, or efficiently market to them if clients block cookies or regulations introduce additional barriers to collecting cookie data. The regulation of the use of cookies and other current online tracking and advertising practices or a loss in our ability to make effective use of services that employ such technologies could increase our costs of operations and limit our ability to acquire new customers on cost-effective terms and consequently, materially adversely affect our business, financial condition and operating results.

Changes in tax treatment of companies engaged in e-commerce may adversely affect the commercial use of our sites and our financial results.

Due to the global nature of the Internet, it is possible that various states or foreign countries might attempt to impose additional or new regulation on our business or levy additional or new sales, income or other taxes relating to our activities. Tax authorities at the international, federal, state and local levels are currently reviewing the appropriate treatment of companies engaged in e-commerce. New or revised international, federal, state or local tax regulations or court decisions may subject us or our customers to additional sales, income and other taxes. For example, on June 21, 2018, the U.S. Supreme Court rendered a 5-4 majority decision in *South Dakota v. Wayfair Inc.*, 17-494 where the Court held, among other things, that a state may require an out-of-state seller with no physical presence in the state to collect and remit sales taxes on goods the seller ships to consumers in

the state, overturning existing court precedent. Other new or revised taxes and, in particular, sales taxes, VAT and similar taxes could increase the cost of doing business online and decrease the attractiveness of selling products over the Internet. New taxes and rulings could also create significant increases in internal costs necessary to capture data and collect and remit taxes. Any of these events could have a material adverse effect on our business, financial condition and operating results.

Our business could suffer if we are unsuccessful in making, integrating and maintaining acquisitions and investments.

As part of our business strategy, we may acquire other companies, businesses, or assets. However, we may not be able to find suitable acquisition candidates, and we may not be able to complete acquisitions on favorable terms, if at all. Acquisitions involve numerous risks, any of which could harm our business, including: difficulties in integrating the technologies, operations, existing contracts and personnel of an acquired company; difficulties in supporting and transitioning customers and suppliers, if any, of an acquired company; diversion of financial and management resources from existing operations or alternative acquisition opportunities; failure to realize the anticipated benefits or synergies of a transaction; failure to identify all of the problems, liabilities or other shortcomings or challenges of an acquired company or technology, including issues related to intellectual property, regulatory compliance practices, the acquired company's internal controls over financial reporting, revenue recognition or other accounting practices or employee or customer issues; risks of entering new markets in which we have limited or no experience; potential loss of senior management or other key employees, customers and suppliers from either our current business or an acquired company's business; inability to generate sufficient net revenue to offset acquisition costs; additional costs or equity dilution associated with funding the acquisition; and possible write-offs or impairment charges relating to acquired businesses.

In addition, our investments in properties may not be fully realized. We continually review our operations and facilities in an effort to reduce costs and increase efficiencies. For strategic or other operational reasons, we may decide to consolidate or co-locate certain aspects of our business operations or dispose of one or more of our properties. If we decide to fully or partially vacate a leased property, we may incur significant cost, including facility closing costs, employee separation and retention expenses, lease termination fees, rent expense in excess of sublease income and impairment of leasehold improvements and accelerated depreciation of assets. Any of these events may materially adversely affect our business, financial condition and operating results.

We rely on the performance of members of management and highly skilled personnel, and if we are unable to attract, develop, motivate and retain well-qualified employees, our business could be harmed.

We believe our success has depended, and continues to depend, on the efforts and talents of Niraj Shah, one of our co-founders, co-chairman of the board of directors and our Chief Executive Officer, Steven Conine, one of our co-founders and co-chairman of the board of directors, and the other members of our senior management team. The loss of any of our senior management or other key employees could materially harm our business. Our future success also depends on our continuing ability to attract, develop, motivate and retain highly qualified and skilled employees, particularly mid-level managers, engineers and merchandising and technology personnel. The market for such positions in the Boston area and other cities in which we operate is competitive. Qualified individuals are in high demand, and we may incur significant costs to attract them. Our inability to recruit and develop mid-level managers could materially adversely affect our ability to execute our business plan, and we may not be able to find adequate replacements. All of our officers and other U.S. employees are at-will employees, meaning that they may terminate their employment relationship with us at any time, and their knowledge of our business and industry would be extremely difficult to replace. If we do not succeed in attracting well-qualified employees or retaining and motivating existing employees, our business, financial condition and operating results may be materially adversely affected.

We may not be able to adequately protect our intellectual property rights.

We regard our customer lists, trademarks, domain names, copyrights, patents, trade dress, trade secrets, proprietary technology and similar intellectual property as critical to our success, and we rely on trademark, copyright and patent law, trade secret protection, agreements and other methods with our employees and others to protect our proprietary rights. We might not be able to obtain broad protection in the U.S. or internationally for all of our intellectual property, and we might not be able to obtain effective intellectual property protection in every country in which we sell products or perform services. For example, we are the registrant of marks for our brands in numerous jurisdictions and of the Internet domain name for the websites of Wayfair.com, Wayfair.ca, Wayfair.co.uk, Wayfair.de and our other sites, as well as various related domain names. However, we have not registered our marks or domain names in all major international jurisdictions and may not be able to register or use such domain names in all of the countries in which we currently or intend to conduct business. Further, we might not be able to prevent third parties from registering, using or retaining domain names that interfere with our consumer communications or infringe or otherwise decrease the value of our marks, domain names and other proprietary rights.

The protection of our intellectual property rights may require the expenditure of significant financial, managerial and operational resources. We may initiate claims or litigation against others for infringement, misappropriation or violation of our intellectual property rights or proprietary rights or to establish the validity of such rights. Any litigation, whether or not it is resolved in our favor, could result in significant expense to us and divert the efforts of our technical and management personnel, which may materially adversely affect our business, financial condition and operating results. Moreover, the steps we take to protect our intellectual property may not adequately protect our rights or prevent third parties from infringing or misappropriating our proprietary rights, and we may not be able to broadly enforce all of our trademarks or patents. Any of our patents, marks or other intellectual property rights may be challenged by others or invalidated through administrative process or litigation. Our patent and trademark applications may never be granted. Additionally, the process of obtaining intellectual property protections is expensive and time-consuming, and we may not be able to pursue all necessary or desirable actions at a reasonable cost or in a timely manner. Even if issued, there can be no assurance that these protections will adequately safeguard our intellectual property, as the legal standards relating to the validity, enforceability and scope of protection of patent and other intellectual property rights are uncertain. We also cannot be certain that others will not independently develop or otherwise acquire equivalent or superior technology or intellectual property rights. We may also be exposed to claims from third parties claiming infringement of their intellectual property rights, or demanding the release or license of open source software or derivative works that we developed using such software (which could include our proprietary code) or otherwise seeking to enforce the terms of the applicable open source license. These claims could result in litigation and could require us to purchase a costly license, publicly release the affected portions of our source code, be limited in or cease using the implicated software unless and until we can re-engineer such software to avoid infringement or change the use of the implicated open source software.

We have been, and may again be, accused of infringing intellectual property rights of third parties.

The e-commerce industry is characterized by vigorous protection and pursuit of intellectual property rights, which has resulted in protracted and expensive litigation for many companies. We are subject to claims and litigation by third parties that we infringe their intellectual property rights, and we expect additional claims and litigation with respect to infringement to occur in the future. The costs of supporting such litigation and disputes are considerable, and there can be no assurances that favorable outcomes will be obtained. As our business expands and the number of competitors in our market increases and overlaps occur, we expect that infringement claims may increase in number and significance. Any claims or proceedings against us, whether meritorious or not, could be time-consuming, result in considerable litigation costs, require significant amounts of management time or result in the diversion of significant operational resources, any of which could materially adversely affect our business, financial condition and operating results.

Legal claims regarding intellectual property rights are subject to inherent uncertainties due to the oftentimes complex issues involved, and we cannot be certain that we will be successful in defending ourselves against such claims. In addition, some of our larger competitors have extensive portfolios of issued patents. Many potential litigants, including patent holding companies, have the ability to dedicate substantially greater resources to enforce their intellectual property rights and to defend claims that may be brought against them. Furthermore, a successful claimant could secure a judgment that requires us to pay substantial damages or prevents us from conducting our business as we have historically done or may desire to do in the future. We might also be required to seek a license and pay royalties for the use of such intellectual property, which may not be available on commercially acceptable terms, or at all. Alternatively, we may be required to develop non-infringing technology or intellectual property, which could require significant effort and expense and may ultimately not be successful.

We have received in the past, and we may receive in the future, communications alleging that certain items posted on or sold through our sites violate third-party copyrights, designs, marks and trade names or other intellectual property rights or other proprietary rights. Brand and content owners and other proprietary rights owners have actively asserted their purported rights against online companies, including Wayfair. In addition to litigation from rights owners, we may be subject to regulatory, civil or criminal proceedings and penalties if governmental authorities believe we have aided and abetted in the sale of counterfeit or infringing products.

Such claims, whether or not meritorious, may result in the expenditure of significant financial, managerial and operational resources, injunctions against us or the payment of damages by us. We may need to obtain licenses from third parties who allege that we have violated their rights, but such licenses may not be available on terms acceptable to us, or at all. These risks have been amplified by the increase in third parties whose sole or primary business is to assert such claims.

We are engaged in legal proceedings that could cause us to incur unforeseen expenses and could occupy a significant amount of our management's time and attention.

From time to time, we are subject to litigation or claims that could negatively affect our business operations and financial position. As we have grown, we have seen a rise in the number of litigation matters against us. These matters have included intellectual property claims, employment related litigation, as well as consumer and securities class actions, each of which are typically expensive to defend. Litigation disputes could cause us to incur unforeseen expenses, result in site unavailability, service disruptions, and otherwise occupy a significant amount of our management's time and attention, any of which could negatively affect our business operations and financial position. We also from time to time receive inquiries and subpoenas and other types of information requests from government authorities and we may become subject to related claims and other actions related to our business activities. While the ultimate outcome of investigations, inquiries, information requests and related legal proceedings is difficult to predict, such matters can be expensive, time-consuming and distracting, and adverse resolutions or settlements of those matters may result in, among other things, modification of our business practices, reputational harm or costs and significant payments, any of which could negatively affect our business operations and financial position.

We cannot guarantee that our stock repurchase program will be fully consummated or that it will enhance long-term shareholder value. Stock repurchases could also increase the volatility of the trading price of our stock and could diminish our cash reserves.

In February 2018, our board of directors authorized a stock repurchase program of up to \$200 million of our Class A common stock that does not have an expiration date. Although our board of directors has authorized this stock repurchase program, the program does not obligate us to repurchase any specific dollar amount or to acquire any specific number of shares. We cannot guarantee that the program will be fully consummated or that it will enhance long-term stockholder value. The program could affect the trading price of our Class A common stock and increase volatility, and any announcement of a termination of this program may result in a decrease in the trading price of our Class A common stock. In addition, this program could diminish our cash reserves.

Risks Related to our Indebtedness

Our outstanding indebtedness, or additional indebtedness that we may incur, could limit our operating flexibility and adversely affect our financial condition.

In September 2017, we issued unsecured 0.375% Convertible Senior Notes in an aggregate principal amount of \$431.25 million (the "2017 Notes"), pursuant to which we pay interest semiannually in arrears at a rate of 0.375% per annum. The 2017 Notes will mature on September 1, 2022 unless earlier purchased, redeemed or converted, at which time, we will settle any conversions of the 2017 Notes in cash, shares of the Company's Class A common stock or a combination thereof, at our election. In November 2018, we issued unsecured 1.125% Convertible Senior Notes in an aggregate principal amount of \$575.0 million (the "2018 Notes"), pursuant to which we will pay interest semiannually in arrears at a rate of 1.125% per annum commencing on May 1, 2019. The 2018 Notes will mature on November 1, 2024 unless earlier purchased, redeemed or converted, at which time, we will settle any conversions of the 2018 Notes in cash, shares of the Company's Class A common stock or a combination thereof, at our election. In August 2019, we issued unsecured 1.00% Convertible Senior Notes in an aggregate principal amount of \$948.75 million (the "2019 Notes" and together with the 2017 Notes and the 2018 Notes, the "Notes"), pursuant to which we pay interest semiannually in arrears at a rate of 1.00% per annum. The 2019 Notes will mature on August 15, 2026 unless earlier purchased, redeemed or converted, at which time, we will settle any conversions of the 2019 Notes in cash, shares of the Company's Class A common stock or a combination thereof, at our election. Under certain circumstances, the holders of the Notes may require us to repay all or a portion of the principal and interest outstanding under the Notes in cash prior to the maturity date, which could have an adverse effect on our financial results.

In February 2019, we entered into a three-year senior secured revolving credit facility (the "Revolver") under which we may borrow up to \$165 million (which amount may be increased in the future, subject to certain conditions) to finance working capital, to refinance certain existing indebtedness and to provide funds for permitted acquisitions, repurchases of equity interests and other general corporate purposes. If we draw down on this facility, our interest expense and principal repayment requirements will increase, which could have an adverse effect on our financial results and our ability to make payments on the Notes. Further, the agreements governing the Revolver contain numerous requirements, including affirmative, negative and financial covenants. Our failure to comply with any of these covenants or to meet any payment obligations under the Revolver could result in an event of default which, if not cured or waived, would result in any amounts outstanding, including any accrued interest and unpaid fees, becoming immediately due and payable. We might not have sufficient working capital or liquidity to satisfy any repayment obligations in the event of an acceleration of those obligations.

Our business may not be able to generate sufficient cash flow from operations, and we can give no assurance that future borrowings will be available to us in amounts sufficient to enable us to pay our indebtedness as such indebtedness matures, including the Notes, and to fund our other liquidity needs. If this occurs, we will need to refinance all or a portion of our indebtedness on or before maturity, and there can be no assurance that we will be able to refinance any of our indebtedness on commercially reasonable terms, or at all. We may need to adopt one or more alternatives, such as reducing or delaying planned expenses and Capital Expenditures, selling assets, restructuring debt, or obtaining additional equity or debt financing. These alternative strategies may not be implemented on satisfactory terms, if at all. Our ability to refinance our indebtedness or obtain additional financing, or to do so on commercially reasonable terms, will depend on, among other things, our financial condition at the time, restrictions in agreements governing our indebtedness, and other factors, including the condition of the financial markets and the markets in which we compete.

If we do not generate sufficient cash flow from operations, and additional borrowings, refinancings or proceeds from asset sales are not available to us, we may not have sufficient cash to enable us to meet all of our obligations, including our obligations under the Notes.

The conditional conversion feature of either series of the Notes, if triggered, may adversely affect our financial condition and operating results.

In the event the conditional conversion feature of either series of our Notes is triggered, holders of such series of Notes will be entitled to convert the applicable series of Notes at any time during specified periods at their option. If one or more holders elect to convert their Notes, unless we elect to satisfy our conversion obligation by delivering solely shares of our Class A common stock (other than paying cash in lieu of delivering any fractional share), we would be required to settle a portion or all of our conversion obligation through the payment of cash, which could adversely affect our liquidity. To the extent we satisfy our conversion obligation by delivering shares of our Class A common stock, we would be required to deliver a significant number of shares, which would cause dilution to our existing stockholders. In addition, even if holders do not elect to convert their Notes in such circumstances, we could be required under applicable accounting rules to reclassify all or a portion of the outstanding

principal of the applicable series of Notes as a current rather than long-term liability, which would result in a material reduction of our net working capital.

Risks Related to Ownership of our Class A Common Stock

The dual class structure of our common stock has the effect of concentrating voting control with our co-founders, which will limit your ability to influence corporate matters.

Our Class B common stock has ten votes per share, and our Class A common stock, which is the stock that is publicly traded, has one vote per share. Following our initial public offering (the "IPO"), our Class B common stock was held primarily by our co-founders, other executive officers, directors and their affiliates. Due to optional conversions of Class B common stock into Class A common stock following the IPO, our Class B common stock is currently held primarily by our co-founders and their affiliates. As of December 31, 2019, our co-founders and their affiliates owned shares representing approximately 30.1% of the economic interest and 80.5% of the voting power of our outstanding capital stock. This concentrated control limits your ability to influence corporate matters for the foreseeable future. For example, these stockholders are able to control elections of directors, amendments of our certificate of incorporation or bylaws, increases to the number of shares available for issuance under our equity incentive plans or adoption of new equity incentive plans and approval of any merger or sale of assets for the foreseeable future. This control may materially adversely affect the market price of our Class A common stock. Additionally, holders of our Class B common stock may cause us to make strategic decisions or pursue acquisitions that could involve risks to you or may not be aligned with your interests. The holders of our Class B common stock are also entitled to a separate vote in the event we seek to amend our certificate of incorporation to increase or decrease the par value of a class of our common stock or in a manner that alters or changes the powers, preferences or special rights of the Class B common stock in a manner that affects its holders adversely.

Future transfers by holders of Class B common stock will generally result in those shares converting on a 1:1 basis to Class A common stock, which will have the effect, over time, of increasing the relative voting power of those holders of Class B common stock who retain their shares in the long-term, which may include our executive officers.

Our stock price may be volatile or may decline regardless of our operating performance.

The market price of our Class A common stock may fluctuate significantly in response to numerous factors, many of which are beyond our control, including the risks described elsewhere in this Part I, Item 1A, *Risk Factors*, of this Annual Report on Form 10-K, as well as:

- actual or anticipated fluctuations in our results of operations;
- the financial projections we may provide to the public, any changes in these projections or our failure to meet these projections;
- failure of securities analysts to initiate or maintain coverage of our company, changes in financial estimates or ratings by any securities analysts who follow our company or our failure to meet these estimates or the expectations of investors;
- announcements by us or our competitors of new businesses, services or products, significant technical innovations, acquisitions, strategic partnerships, joint ventures, operating results or capital commitments;
- changes in operating performance and stock market valuations of other technology or retail companies generally, or those in our industry in particular;
- price and volume fluctuations in the overall stock market, including as a result of trends in the economy as a whole;
- changes in interest rates;
- changes in our board of directors or management;
- sales of large blocks of our Class A common stock, including sales by our executive officers, directors and significant stockholders;
- lawsuits threatened or filed against us;
- changes in laws or regulations applicable to our business;
- changes in our capital structure, such as future issuances of debt or equity securities, including in connection with an acquisition or upon conversion of some or all of our outstanding Notes;
- short sales, hedging and other derivative transactions involving our capital stock;
- general economic conditions in the U.S. and abroad; and
- other events or factors, including those resulting from war, incidents of terrorism or responses to these events.

In addition, stock markets have experienced extreme price and volume fluctuations that have affected and continue to affect the market prices of equity securities of many technology companies, including e-commerce companies. Stock prices of many technology companies, including e-commerce companies, have fluctuated in a manner unrelated or disproportionate to the operating performance of those companies. Volatility in our stock price could adversely affect our business and financing opportunities and expose us to litigation. Securities litigation can subject us to substantial costs, divert resources and the attention of management from our business and materially adversely affect our business, financial condition and operating results.

Short selling could increase the volatility of our stock price.

We believe our Class A common stock has been the subject of significant short selling efforts by certain market participants. Short sales are transactions in which a market participant sells a security that it does not own. To complete the transaction, the market participant must borrow the security to make delivery to the buyer. The market participant is then obligated to replace the security borrowed by purchasing the security at the market price at the time of required replacement. If the price at the time of replacement is lower than the price at which the security was originally sold by the market participant, then the market participant will realize a gain on the transaction. Thus, it is in the market participant's interest for the market price of the underlying security to decline as much as possible during the period prior to the time of replacement. Short selling may negatively affect the value of our stock to the detriment of our stockholders.

In addition, market participants with disclosed short positions in our stock have published, and may in the future continue to publish, negative information regarding us that we believe is inaccurate and misleading. We believe that the publication of this negative information may in the future lead to downward pressure on the price of our stock.

Substantial sales of shares of our Class A common stock could cause the market price of our Class A common stock to decline.

Sales of a substantial number of shares of our Class A common stock in the public market, or the perception that these sales might occur, could depress the market price of our Class A common stock and could impair our ability to raise capital through the sale of additional equity securities. We are unable to predict the effect that such sales may have on the prevailing market price of our Class A common stock.

The capped call transactions expose us to counterparty risk and may affect the value of our common stock.

In connection with the issuance of each series of Notes, we entered into capped call transactions with certain financial institutions, which we refer to as the option counterparties. The capped call transactions are expected generally to reduce the potential dilution upon conversion of the Notes and/or offset any cash payments we are required to make in excess of the principal amount of converted Notes, as the case may be, with such reduction and/or offset subject to a cap. From time to time, the option counterparties or their respective affiliates may modify their hedge positions by entering into or unwinding various derivative transactions with respect to our Class A common stock and/or purchasing or selling our Class A common stock or other securities of ours in secondary market transactions prior to the maturity of the Notes. This activity could cause a decrease in the market price of our Class A common stock.

In addition, the option counterparties are financial institutions, and we will be subject to the risk that one or more of the option counterparties may default or otherwise fail to perform, or may exercise certain rights to terminate, their obligations under the capped call transactions. Our exposure to the credit risk of the option counterparties will not be secured by any collateral. If an option counterparty becomes subject to insolvency proceedings, we will become an unsecured creditor in those proceedings with a claim equal to our exposure at the time under such transaction. Our exposure will depend on many factors but, generally, our exposure will increase if the market price or the volatility of our Class A common stock increases. In addition, upon a default or other failure to perform, or a termination of obligations, by an option counterparty, we may suffer more dilution than we currently anticipate with respect to our Class A common stock. We can provide no assurances as to the financial stability or viability of the option counterparties.

If securities or industry analysts do not publish research or reports about our business, or publish negative reports about our business, our share price and trading volume could decline.

The trading market for our Class A common stock depends in part on the research and reports that securities or industry analysts publish about us or our business, our market and our competitors. We do not have any control over these analysts. If one or more of the analysts who cover us downgrade our shares or change their opinion of our shares, our share price would likely decline. If one or more of these analysts cease coverage of our company or fail to regularly publish reports on us, we could lose visibility in the financial markets, which could cause our share price or trading volume to decline.

Our management has broad discretion over our existing cash resources and might not use such funds in ways that increase the value of your investment.

Our management generally has broad discretion over the use of our cash resources, and you will be relying on the judgment of our management regarding the application of these resources. Our management might not apply these resources in ways that increase the value of your investment.

Although we do not rely on "controlled company" exemptions from certain corporate governance requirements under the New York Stock Exchange, or NYSE, rules, if we use these exemptions in the future, you will not have the same protections afforded to stockholders of companies that are subject to such requirements.

Our co-founders control a majority of the voting power of our outstanding common stock. As a result, we qualify as a "controlled company" within the meaning of the corporate governance standards of the NYSE. Under these rules, a listed company of which more than 50% of the voting power is held by an individual, group or another company is a "controlled company" and may elect not to comply with certain corporate governance requirements, including:

- the requirement that a majority of the board of directors consist of independent directors as defined under the listing rules of the NYSE;
- the requirement that we have a nominating and corporate governance committee that is composed entirely of independent directors with a written charter addressing the committee's purpose and responsibilities;
- the requirement that we have a compensation committee that is composed entirely of independent directors with a written charter addressing the committee's purpose and responsibilities; and
- the requirement for an annual performance evaluation of the nominating and corporate governance and compensation committees.

To the extent we still qualify, we may choose to take advantage of any of these exemptions in the future. As a result, in the future, we may not have a majority of independent directors and we may not have independent director oversight of decisions regarding executive compensation and director nominations.

Anti-takeover provisions in our charter documents and under Delaware law could make an acquisition of our company more difficult, limit attempts by our stockholders to replace or remove our current management and limit the market price of our Class A common stock.

Provisions in our certificate of incorporation and bylaws may have the effect of delaying or preventing a change of control or changes in our management. Our certificate of incorporation and bylaws include provisions that:

- permit the board of directors to establish the number of directors and fill any vacancies and newly created directorships;
- when the outstanding shares of our Class B common stock represent less than 10% of the then outstanding shares of Class A common stock and Class B common stock, provide that our board of directors will be classified into three classes with staggered, three year terms and that directors may only be removed for cause;
- require super-majority voting to amend some provisions in our certificate of incorporation and bylaws;
- authorize the issuance of "blank check" preferred stock that our board of directors could use to implement a stockholder rights plan;
- eliminate the ability of our stockholders to call special meetings of stockholders;
- when the outstanding shares of our Class B common stock represent less than 10% of the then outstanding shares of Class A common stock and Class B common stock, prohibit stockholder action by written consent, which requires all stockholder actions to be taken at a meeting of our stockholders;
- provide that the board of directors is expressly authorized to make, alter or repeal our bylaws;
- restrict the forum for certain litigation against us to Delaware;
- reflect the dual class structure of our common stock, as discussed above; and
- establish advance notice requirements for nominations for election to our board of directors or for proposing matters that can be acted upon by stockholders at annual stockholder meetings.

These provisions may frustrate or prevent any attempts by our stockholders to replace or remove our current management by making it more difficult for stockholders to replace members of our board of directors, which is responsible for appointing the members of our management. In addition, because we are incorporated in Delaware, we are governed by the provisions of Section 203 of the Delaware General Corporation Law, which generally prohibits a Delaware corporation from engaging in any of a broad range of business combinations with any holder of at least 15% of our capital stock for a period of three years following the date on which the stockholder became a 15% stockholder.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

As of December 31, 2019, we operated the following logistics and customer service facilities (square footage in thousands):

Description of Use:	Leased Square Footage	Reportable Segment
Logistics	13,105	United States
Logistics	2,381	International
Customer service	368	United States
Customer service	36	International

Our corporate headquarters are in Boston where we occupy approximately 870 thousand square feet of office space. In addition, we occupy 167 thousand square feet of office space in London and Berlin for our international operations.

Item 3. Legal Proceedings

On January 10, 2019 and January 16, 2019, putative securities class action complaints were filed against us and three of our officers in the U.S. District Court for the District of Massachusetts. The two complaints allege violations of Sections 10(b) and 20(a) of the Securities Exchange Act of 1934, as amended, relating to certain prior disclosures of the Company. Each plaintiff seeks to represent a class of shareholders who purchased or acquired stock of the Company between August 2, 2018 and October 31, 2018 and seeks damages and other relief based on allegations that the defendants' conduct affected the value of such stock. We intend to defend these lawsuits vigorously. On August 30, 2019, the Company filed a motion to dismiss the complaint with prejudice. At this time, based on available information regarding this litigation, we are unable to reasonably assess the ultimate outcome of these cases or determine an estimate, or a range of estimates, of potential losses.

From time to time, we are involved in claims that arise during the ordinary course of business. Although the results of litigation and claims cannot be predicted with certainty, we do not currently believe that the outcome of any of these other legal matters will have a material adverse effect on our results of operation or financial condition. Regardless of the outcome, litigation can be costly and time consuming, as it can divert management's attention from important business matters and initiatives, negatively impacting our overall operations. In addition, we may also find ourselves at greater risk to outside party claims as it increases its operations in jurisdictions where the laws with respect to the potential liability of online retailers are uncertain, unfavorable, or unclear.

Item 4. Mine Safety Disclosures

Not applicable.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Certain Information Regarding the Trading of Our Common Stock

Our Class A common stock is traded on the New York Stock Exchange ("NYSE") under the symbol "W".

Holder of Our Common Stock

As of February 18, 2020, there were 38 holders of record of shares of our Class A common stock and 285 holders of record of shares of our Class B common stock. The actual number of stockholders is greater than the number of record holders, and includes stockholders who are beneficial owners, whose shares are held of record by banks, brokers, and other financial institutions.

Securities Authorized for Issuance Under Equity Compensation Plans

Information regarding our equity compensation plans and securities authorized for issuance thereunder is set forth under Part III, Item 12, *Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters*, of this Annual Report on Form 10-K.

Recent Sales of Unregistered Securities

During the three months ended December 31, 2019, we issued 15,645 shares of Class B common stock upon the vesting of outstanding restricted stock units, net of shares withheld to satisfy statutory minimum tax withholding obligations. The issuance of these securities was pursuant to written compensatory plans or arrangements with our employees, consultants, advisors and directors in reliance on the exemption provided by Rule 701 promulgated under the Securities Act, relative to transactions by an issuer not involving any public offering, to the extent an exemption from registration was required.

On August 19, 2019, the Company issued \$948.8 million aggregate principal amount of 1.00% Convertible Senior Notes due 2026 (the "2019 Notes") to certain financial institutions as the initial purchasers of the 2019 Notes. Our offering of the 2019 Notes was made in reliance on the exemption from registration provided by Section 4(a)(2) of the Securities Act. We relied on this exemption from registration based in part on representations made by the initial purchasers of the 2019 Notes, including that such initial purchasers would only offer, sell or deliver the 2019 Notes to persons whom they reasonably believe to be qualified institutional buyers within the meaning of Rule 144A under the Securities Act.

For more information regarding our 2019 Notes, see Note 15, *Convertible Debt*, included in Part II, Item 8, *Financial Statements and Supplementary Data*, of this Annual Report on Form 10-K, which is incorporated into this item by reference.

Issuer Purchases of Equity Securities

None.

Item 6. Selected Consolidated Financial Data

You should read the following selected consolidated financial data below in conjunction with Part II, Item 7, *Management's Discussion and Analysis of Financial Condition and Results of Operations* and our Consolidated Financial Statements and the related notes included in Part II, Item 8, *Financial Statements and Supplementary Data* of this Annual Report on Form 10-K.

The following Consolidated Statements of Operations data for the fiscal year ended December 31, 2019, 2018, and 2017 and the Consolidated Balance Sheets data as of December 31, 2019 and 2018 are derived from our audited Consolidated Financial Statements included in this Annual Report on Form 10-K. The following Consolidated Statements of Operations data for the fiscal year ended 2016 and 2015 and the Consolidated Balance Sheets data as of December 31, 2017, 2016, and 2015 is derived from our audited Consolidated Financial Statements that are not included in this Annual Report on Form 10-K. Historical results are not necessarily indicative of the results to be expected in the future.

	Year Ended December 31,				
	2019	2018	2017	2016	2015
	(in thousands, except per share data)				
Consolidated Statements of Operations:					
Net revenue	\$ 9,127,057	\$ 6,779,174	\$ 4,720,895	\$ 3,380,360	\$ 2,249,885
Cost of goods sold (1)	6,979,725	5,192,451	3,602,072	2,572,549	1,709,161
Gross profit	2,147,332	1,586,723	1,118,823	807,811	540,724
Operating expenses:					
Customer service and merchant fees (1)	356,727	260,046	169,516	127,883	81,230
Advertising	1,095,840	774,189	549,959	409,125	278,224
Selling, operations, technology, general and administrative (1)	1,624,706	1,025,767	634,801	467,020	262,620
Total operating expenses	3,077,273	2,060,002	1,354,276	1,004,028	622,074
Loss from operations	(929,941)	(473,279)	(235,453)	(196,217)	(81,350)
Interest (expense) income, net	(54,514)	(28,560)	(9,433)	694	1,284
Other income (expense), net	2,881	(204)	758	1,756	2,718
Loss before income taxes	(981,574)	(502,043)	(244,128)	(193,767)	(77,348)
Provision for income taxes, net	3,010	2,037	486	608	95
Net loss	\$ (984,584)	\$ (504,080)	\$ (244,614)	\$ (194,375)	\$ (77,443)
Net loss per share, basic and diluted	\$ (10.68)	\$ (5.63)	\$ (2.81)	\$ (2.29)	\$ (0.92)
Weighted average number of common stock outstanding used in computing per share amounts, basic and diluted	92,200	89,472	86,983	84,977	83,726

(1) Includes equity-based compensation and related taxes as follows:

	Year Ended December 31,				
	2019	2018	2017	2016	2015
	(in thousands)				
Cost of goods sold	\$ 5,376	\$ 2,727	\$ 1,091	\$ 474	\$ 280
Customer service and merchant fees	9,473	5,859	2,636	2,108	1,007
Selling, operations, technology, general and administrative	226,129	127,829	68,899	49,371	31,688
	\$ 240,978	\$ 136,415	\$ 72,626	\$ 51,953	\$ 32,975

	December 31,				
	2019 (1)	2018	2017	2016	2015
	(in thousands)				
Consolidated Balance Sheets Data:					
Cash and cash equivalents and short- and long-term investments	\$ 1,142,695	\$ 970,265	\$ 641,553	\$ 379,550	\$ 465,954
Working capital	\$ (234,381)	\$ 116,713	\$ 77,065	\$ (80,129)	\$ 95,297
Total assets	\$ 2,953,048	\$ 1,890,850	\$ 1,213,403	\$ 761,683	\$ 694,581
Total long-term obligations	\$ 2,285,737	\$ 1,082,348	\$ 521,977	\$ 125,079	\$ 55,010
Unearned revenue	\$ 167,641	\$ 148,057	\$ 94,116	\$ 65,982	\$ 50,884
Total stockholders' (deficit) equity	\$ (944,208)	\$ (330,721)	\$ (48,329)	\$ 79,384	\$ 242,545

(1) As a result of the adoption of new accounting guidance on January 1, 2019, we recognized operating lease assets and liabilities with terms of more than twelve months. Prior period amounts were not adjusted and continue to be reported in accordance with our historic accounting policies. See Part II, Item 8, *Financial Statements and Supplementary Data*, of this Annual Report on Form 10-K for additional information.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion of our financial condition and results of operations should be read in conjunction with the Consolidated Financial Statements and the notes thereto included elsewhere in this Annual Report on Form 10-K. This discussion contains forward-looking statements that involve risks and uncertainties. As a result of many factors, such as those included in the *Special Note Regarding Forward Looking Statements* and Part I, Item 1A, *Risk Factors*, of this Annual Report on Form 10-K, our actual results may differ materially from those anticipated in these forward-looking statements.

The following discussion includes financial information prepared in accordance with generally accepted accounting principles ("GAAP"), as well as certain non-GAAP financial measures such as Adjusted EBITDA, Free Cash Flow, and Net Revenue Constant Currency Growth. Generally, a non-GAAP financial measure is a numerical measure of financial performance, financial position or cash flows that excludes (or includes) amounts that are included in (or excluded from) the most directly comparable measure calculated and presented in accordance with GAAP. Management believes the use of these non-GAAP measures on a consolidated and reportable segment basis assists investors in understanding the ongoing operating performance of our business by presenting comparable financial results between periods. For more information on these non-GAAP financial measures, including reconciliations to the most directly comparable GAAP financial measures, see "Non-GAAP Financial Measures" below.

This section of this Form 10-K generally discusses 2019 and 2018 items and year-to-year comparisons between 2019 and 2018. Discussions of 2017 items and year-to-year comparisons between 2018 and 2017 have been omitted from this Form 10-K, but can be found in Part II, Item 7, *Management's Discussion and Analysis of Financial Condition and Results of Operations*, of our Form 10-K for the fiscal year ended December 31, 2018 filed with the Securities and Exchange Commission on February 25, 2019.

Overview

We are one of the world's largest online destinations for the home. Through our e-commerce business model, we offer visually inspired browsing, compelling merchandising, easy product discovery and attractive prices for over eighteen million products from over 12,000 suppliers.

We believe an increasing portion of the dollars spent on home goods will be spent online and that there is an opportunity for acquiring more market share. We plan to grow our net revenue by acquiring new customers as well as stimulating repeat purchases from our existing customers. Through increasing brand awareness and paid and unpaid advertising, we attract new and repeat customers to our sites. We then seek to convert that visitor traffic to sales through engaging visual imagery and merchandising, daily sales promotions, and easy-to-use navigation tools and personalization features that enable better product discovery. We carefully track and monitor the results of our advertising campaigns so that we can ensure that appropriate return targets are being met.

Because of the large market opportunity we see in front of us, we are currently investing in several areas across our business. Over the last few years, we have invested in expanding our international business in Canada, the United Kingdom and Germany by building our international infrastructure, developing deeper country-specific knowledge, growing our international supplier networks and establishing our brand presence in select countries.

We have also invested considerably in our proprietary logistics network over the last few years, including our CastleGate warehouses and our Wayfair Delivery Network, which includes consolidation centers, cross docks and last mile delivery facilities. We believe that our proprietary logistics network will help drive incremental sales by delighting our customers with faster delivery times and a better home delivery experience. Over time we believe this network will also lower our costs per order by reducing damage rates and leveraging economies of scale in transportation. We are also currently investing in new categories, such as home improvement (e.g. plumbing, lighting and flooring), housewares, seasonal decor and decorative accents, so that we can add more of those products to our sites and capture a higher share of our customers' spend on home goods. Accordingly, our consolidated net loss of \$984.6 million in the year ended December 31, 2019 is primarily driven by our international expansion, logistics build-out and further penetrating our total adjustable market across all categories of home goods.

Our operating and reportable segments are the U.S. and International. The following table presents net revenue attributable to our reportable segments for the periods presented:

	Year Ended December 31,		
	2019	2018	2017
	(in thousands)		
U.S. net revenue	\$ 7,764,831	\$ 5,813,070	\$ 4,153,057
International net revenue	1,362,226	966,104	567,838
Total net revenue	<u>\$ 9,127,057</u>	<u>\$ 6,779,174</u>	<u>\$ 4,720,895</u>

For more information on our segments, see Note 12 to the Consolidated Financial Statements, *Segment and Geographic Information*, included in Part II, Item 8, *Financial Statements and Supplementary Data*, of this Annual Report on Form 10-K.

Full Year 2019 Financial Highlights

- Total net revenue increased \$2.3 billion to \$9.1 billion, up 34.6% year over year
- Direct Retail⁽¹⁾ net revenue increased \$2.4 billion to \$9.1 billion, up 35.3% year over year
- GAAP net loss was \$984.6 million
- Adjusted EBITDA was \$(496.5) million or (5.4)% of total net revenue
- Non-GAAP Free Cash Flow was \$(597.7) million

(1) Direct Retail net revenue is calculated by taking consolidated net revenue and excluding revenue derived from the websites operated by our retail partners and our media solutions business, which accounted for \$38.8 million and \$61.1 million of the U.S. net revenue for the years ended December 31, 2019 and 2018, respectively.

Key Financial and Operating Metrics

We measure our business using financial and operating metrics, as well as non-GAAP financial measures. Our Free Cash Flow non-GAAP financial measure is measured on a consolidated basis, while our Adjusted EBITDA non-GAAP financial measure is measured on a consolidated and reportable segment basis. See Note 12 to the Consolidated Financial Statements, *Segment and Geographic Information*, included in Part II, Item 8, *Financial Statements and Supplementary Data*, of this Annual Report on Form 10-K for additional information regarding our reportable segments. All other key financial and operating metrics are derived and reported from our consolidated Direct Retail net revenue, which includes sales generated primarily through our family of sites. These metrics do not include net revenue derived from the websites operated by our retail partners and our media solutions business. We do not have access to certain customer level information on net revenue derived through our retail partners and therefore cannot measure or disclose it.

We use the following metrics to assess the near and longer-term performance of our overall business:

	Year Ended December 31,		
	2019	2018	2017
	(in thousands, except LTM Revenue per Active Customer and Average Order Value)		
Direct Retail Financial and Operating Metrics:			
Direct Retail Net Revenue (1)	\$ 9,088,274	\$ 6,718,079	\$ 4,643,243
Active Customers	20,290	15,155	10,990
LTM Net Revenue per Active Customer	\$ 448	\$ 443	\$ 422
Orders Delivered	37,641	28,084	19,411
Average Order Value	\$ 241	\$ 239	\$ 239
Non-GAAP Financial Measures:			
Adjusted EBITDA	\$ (496,544)	\$ (214,986)	\$ (67,033)
Free Cash Flow	\$ (597,698)	\$ (137,094)	\$ (113,245)

(1) Direct Retail net revenue is calculated by taking consolidated net revenue and excluding U.S. net revenue derived from the websites operated by our retail partners and our media solutions business, which accounted for \$38.8 million, \$61.1 million, and \$77.7 million of net revenue for the years ended December 31, 2019, 2018, and 2017, respectively.

Non-GAAP Financial Measures

Adjusted EBITDA

To provide investors with additional information regarding our financial results, we have disclosed here and elsewhere in this Annual Report on Form 10-K Adjusted EBITDA, a non-GAAP financial measure that we calculate as loss before depreciation and amortization, equity-based compensation and related taxes, interest (expense), net, other (income) expense, net, provision for income taxes, net, non-recurring items, and other items not indicative of our ongoing operating performance. We have provided a reconciliation below of Adjusted EBITDA to net loss, the most directly comparable GAAP financial measure.

We have included Adjusted EBITDA in this Annual Report on Form 10-K because it is a key measure used by our management and board of directors to evaluate our operating performance, generate future operating plans and make strategic decisions regarding the allocation of capital. In particular, the exclusion of certain expenses in calculating Adjusted EBITDA facilitates operating performance comparisons on a period-to-period basis as these costs may vary independent of business performance. Accordingly, we believe that Adjusted EBITDA provides useful information to investors and others in understanding and evaluating our operating results in the same manner as our management and board of directors.

Adjusted EBITDA has limitations as an analytical tool, and you should not consider it in isolation or as a substitute for analysis of our results as reported under GAAP. Some of these limitations are:

- Although depreciation and amortization are non-cash charges, the assets being depreciated and amortized may have to be replaced in the future, and Adjusted EBITDA does not reflect cash capital expenditure requirements for such replacements or for new capital expenditure requirements;
- Adjusted EBITDA does not reflect equity-based compensation and related taxes;

- Adjusted EBITDA does not reflect changes in our working capital;
- Adjusted EBITDA does not reflect income tax payments that may represent a reduction in cash available to us;
- Adjusted EBITDA does not reflect depreciation and interest expenses associated with the lease financing obligations; and
- Other companies, including companies in our industry, may calculate Adjusted EBITDA differently, which reduces its usefulness as a comparative measure.

Because of these limitations, you should consider Adjusted EBITDA alongside other financial performance measures, including various cash flow metrics, net loss and our other GAAP results.

The following table reflects the reconciliation of net loss to Adjusted EBITDA for each of the periods indicated:

	Year Ended December 31,		
	2019	2018	2017
(in thousands)			
Reconciliation of Adjusted EBITDA:			
Net loss	\$ (984,584)	\$ (504,080)	\$ (244,614)
Depreciation and amortization (1)	192,419	123,542	87,020
Equity-based compensation and related taxes	240,978	136,415	72,626
Interest expense, net	54,514	28,560	9,433
Other (income) expense, net	(2,881)	204	(758)
Provision for income taxes, net	3,010	2,037	486
Other (1)	—	(1,664)	8,774
Adjusted EBITDA	<u>\$ (496,544)</u>	<u>\$ (214,986)</u>	<u>\$ (67,033)</u>

(1) We recorded \$9.6 million of one-time charges in the year ended December 31, 2017 in selling, operations, technology, general and administrative in the Consolidated Statements of Operations related to a warehouse we vacated in July 2017. Of the \$9.6 million charges, \$8.8 million was included in other and related primarily to the excess of our estimated future remaining lease commitments through 2023 over our expected sublease income over the same period, and \$0.8 million was included in depreciation and amortization related to accelerated depreciation of leasehold improvements in the warehouse. In the year ended December 2018, we terminated the lease and recorded \$1.7 million of a one-time gain related to the difference in the expected future net lease commitments and the actual costs incurred to terminate the lease. The gain was recognized in selling, operations, technology, general and administrative in the Consolidated Statements of Operations.

Free Cash Flow

To provide investors with additional information regarding our financial results, we have also disclosed here and elsewhere in this Annual Report on Form 10-K Free Cash Flow, a non-GAAP financial measure that we calculate as net cash provided by or used in operating activities less net cash used to purchase property and equipment and site and software development costs (collectively "Capital Expenditures"). We have provided a reconciliation below of Free Cash Flow to net cash provided by or used in operating activities, the most directly comparable GAAP financial measure.

We have included Free Cash Flow in this Annual Report on Form 10-K because it is an important indicator of our business performance as it measures the amount of cash we generate. Accordingly, we believe that Free Cash Flow provides useful information to investors and others in understanding and evaluating our operating results in the same manner as our management.

Free Cash Flow has limitations as an analytical tool because it omits certain components of the cash flow statement and does not represent the residual cash flow available for discretionary expenditures. Further, other companies, including companies in our industry, may calculate Free Cash Flow differently. Accordingly, you should not consider Free Cash Flow in isolation or as a substitute for analysis of our results as reported under GAAP. Because of these limitations, you should consider Free Cash Flow alongside other financial performance measures, including net cash provided by or used in operating activities, Capital Expenditures, and our other GAAP results.

The following table presents a reconciliation of net cash provided by or used in operating activities to Free Cash Flow for each of the periods indicated:

	Year Ended December 31,		
	2019	2018	2017
	(in thousands)		
Net cash (used in) provided by operating activities	\$ (196,818)	\$ 84,861	\$ 33,634
Purchase of property and equipment	(271,742)	(159,205)	(100,451)
Site and software development costs	(129,138)	(62,750)	(46,428)
Free Cash Flow	<u>\$ (597,698)</u>	<u>\$ (137,094)</u>	<u>\$ (113,245)</u>

Net Revenue Constant Currency Growth

To provide investors with additional information regarding our financial results, we have disclosed in this Annual Report on Form 10-K Net Revenue Constant Currency Growth, a non-GAAP financial measure that we calculate by translating the current period local currency net revenue by the currency exchange rates used to translate our financial statements in the comparable prior-year period.

Net Revenue Constant Currency Growth is included in this Annual Report on Form 10-K because it is an important indicator of our operating results. Accordingly, we believe that Net Revenue Constant Currency Growth provides useful information to investors and others in understanding and evaluating trends in our operating results in the same manner as our management.

Net Revenue Constant Currency Growth has limitations as an analytical tool, and you should not consider it in isolation or as a substitute for analysis of our results as reported under GAAP. For example, Net Revenue Constant Currency Growth rates, by their nature, exclude the impact of foreign exchange, which may have a material impact on net revenue.

Key Operating Metrics (Direct Retail)

Active Customers

As of the last date of each reported period, we determine our number of active customers by counting the total number of individual customers who have purchased at least once directly from our sites during the preceding twelve-month period. The change in active customers in a reported period captures both the inflow of new customers as well as the outflow of existing customers who have not made a purchase in the last twelve months. We view the number of active customers as a key indicator of our growth.

LTM Net Revenue Per Active Customer

We define LTM net revenue per active customer as our total net revenue derived from Direct Retail sales in the last twelve months divided by our total number of active customers for the same preceding twelve-month period. We view LTM net revenue per active customer as a key indicator of our customers' purchasing patterns, including their initial and repeat purchase behavior.

Orders Delivered

We define orders delivered as the total Direct Retail orders delivered in any period, inclusive of orders that may eventually be returned. As we ship a large volume of packages through multiple carriers, actual delivery dates may not always be available, and as such we estimate delivery dates based on historical data. We recognize net revenue when an order is delivered and therefore orders delivered, together with average order value, is an indicator of the net revenue we expect to recognize in a given period. We view orders delivered as a key indicator of our growth.

Average Order Value

We define average order value as total Direct Retail net revenue in a given period divided by the orders delivered in that period. We view average order value as a key indicator of the mix of products on our sites, the mix of offers and promotions and the purchasing behavior of our customers.

Factors Affecting our Performance

We believe that our performance and future success depend on a number of factors that present significant opportunities for us but also pose risks and challenges, including those discussed in Part I, Item 1A, *Risk Factors*.

Components of Our Results of Operations

Net Revenue

Net revenue consists primarily of sales of product from our sites and through the websites of our online retail partners and includes related shipping fees. We deduct cash discounts, allowances and estimated returns from gross revenue to determine net revenue. We recognize product revenue upon delivery to our customers. Net revenue is primarily driven by growth of new and active customers and the frequency with which customers purchase. The products offered on our sites are fulfilled with product we ship to our customers directly from our suppliers and, increasingly, from our CastleGate warehouses.

We also generate net revenue through third-party advertisers that pay us based on the number of advertisement related clicks, actions, or impressions for advertisements placed on our sites. Net revenue earned under these arrangements is included in net revenue and net revenue through our third-party advertisers is recognized in the period in which the click, action or impression occurs. This revenue has not been material to date.

Cost of Goods Sold

Cost of goods sold consists of:

Product costs: Product costs include the purchase price of products sold, expenses capitalized into Wayfair inventory, which include direct and indirect labor costs, rent, and depreciation expenses, and inbound shipping and handling costs for Wayfair inventory. These costs are partially offset by product rebates earned from suppliers upon shipment of goods and certain fees incurred for other media and merchandising services Wayfair provides to its suppliers to promote products for sale on our sites.

Shipping and Fulfillment Costs: Shipping costs include outbound shipping costs. Fulfillment costs include costs incurred to operate and staff our fulfillment centers and provide other inbound supply chain services, such as ocean freight and drayage. Costs to operate and staff our CastleGate and WDN networks include rent and depreciation expenses associated with various facilities, costs to receive, inspect, pick, package and prepare customer orders for delivery, and direct and indirect labor costs including payroll, payroll-related benefits, and equity-based compensation. These costs are partially offset by fees incurred for warehousing, fulfillment and other inbound supply chain services Wayfair provides to its suppliers. Shipping and Fulfillment costs were \$1.4 billion, \$1.1 billion and \$0.7 billion, for the year ended December 31, 2019, 2018, and 2017, respectively.

Cost of goods sold as a percentage of net revenue is driven by our pricing strategies, the mix of products sold and shipping and fulfillment costs incurred. We expect cost of goods sold to remain relatively stable as a percentage of net revenue.

Customer Service and Merchant Fees

Customer service and merchant fees consist of labor-related costs, including payroll, payroll-related benefits, and equity-based compensation, of our employees involved in customer service activities and merchant processing fees associated with customer payments made by credit cards and debit cards. Increases in our customer service and merchant fees are driven by the growth in our net revenue and are expected to remain relatively consistent as a percentage of net revenue. We expect customer service and merchant fees expenses to remain relatively stable as a percentage of net revenue.

Advertising

Advertising consists of direct response performance marketing costs, such as display advertising, paid search advertising, social media advertising, search engine optimization, comparison shopping engine advertising, television advertising, direct mail, catalog and print advertising. We should benefit from deriving a larger base of our net revenue from repeat customers, as we believe the cost of marketing to a repeat customer is less than the cost to acquire a new customer. We expect our absolute marketing dollar spend to continue to grow as our business scales, though advertising costs as a percentage of net revenue will continue to be impacted by factors such as the mix of new and repeat customers, as well as brand, channel, and geographic mix.

Selling, operations, technology, general and administrative

Selling, operations, technology, general and administrative expenses primarily include labor-related costs, including equity-based compensation, of our operations group which includes our supply chain and logistics team, our technology team, which builds and supports our sites, category managers, buyers, site merchandisers, merchants, marketers and the team who executes our advertising strategy, and our corporate general and administrative team, which includes human resources, finance and accounting personnel. Also included are administrative and professional service fees including audit and legal fees, insurance and other corporate expenses, including depreciation and rent. We expect selling, operations, technology, general and administrative expenses will continue to increase as we grow our net revenue and operations.

Interest (expense), net

Interest (expense), net consists primarily of interest expense in connection with our convertible notes and, in the years ended December 31, 2018 and 2017, our lease financing obligations. Interest expense is offset by interest earned on cash, cash equivalents and short- and long-term investments held by us.

Results of Consolidated Operations

	Year Ended December 31,		
	2019	2018	2017
	(in thousands, except per share data)		
Consolidated Statements of Operations:			
Net revenue	\$ 9,127,057	\$ 6,779,174	\$ 4,720,895
Cost of goods sold (1)	6,979,725	5,192,451	3,602,072
Gross profit	2,147,332	1,586,723	1,118,823
Operating expenses:			
Customer service and merchant fees (1)	356,727	260,046	169,516
Advertising	1,095,840	774,189	549,959
Selling, operations, technology, general and administrative (1)	1,624,706	1,025,767	634,801
Total operating expenses	3,077,273	2,060,002	1,354,276
Loss from operations	(929,941)	(473,279)	(235,453)
Interest (expense), net	(54,514)	(28,560)	(9,433)
Other income (expense), net	2,881	(204)	758
Loss before income taxes	(981,574)	(502,043)	(244,128)
Provision for income taxes, net	3,010	2,037	486
Net loss	\$ (984,584)	\$ (504,080)	\$ (244,614)
Net loss per share, basic and diluted	\$ (10.68)	\$ (5.63)	\$ (2.81)
Weighted average number of common stock outstanding used in computing per share amounts, basic and diluted	92,200	89,472	86,983

(1) Includes equity-based compensation and related taxes as follows:

	Year Ended December 31,		
	2019	2018	2017
	(in thousands)		
Cost of goods sold	\$ 5,376	\$ 2,727	\$ 1,091
Customer service and merchant fees	9,473	5,859	2,636
Selling, operations, technology, general and administrative	226,129	127,829	68,899
	\$ 240,978	\$ 136,415	\$ 72,626

Comparison of the year ended December 31, 2019 and 2018

Net revenue

	Year Ended December 31,		% Change
	2019	2018	
	(in thousands)		
U.S. net revenue	\$ 7,764,831	\$ 5,813,070	33.6%
International net revenue	\$ 1,362,226	\$ 966,104	41.0%
Net revenue	\$ 9,127,057	\$ 6,779,174	34.6%

In 2019, net revenue increased by \$2.3 billion, or 34.6% compared to 2018, primarily due to growth in our customer base, with the number of active customers increasing by 33.9% as of December 31, 2019 compared to December 31, 2018. Additionally, active customers on average spent more in 2019 than the prior year, with LTM net revenue per active customer increasing 1.1% as of December 31, 2019 compared to December 31, 2018. Our U.S. net revenue increased 33.6%, while our International net revenue increased 41.0%. International Net Revenue Constant Currency Growth was 45.7%.

Cost of goods sold

	Year Ended December 31,		% Change
	2019	2018	
	(in thousands)		
Cost of goods sold	\$ 6,979,725	\$ 5,192,451	34.4%

In 2019, cost of goods sold increased by \$1.8 billion, or 34.4%, compared to 2018. Of the increase in cost of goods sold, \$1.5 billion was due to the increase in products sold to our larger customer base. In addition, shipping and fulfillment costs increased \$0.3 billion as a result of the increase in products delivered during the period. The increase in cost of goods sold is primarily driven by an increase in the number of orders delivered, partially offset by efficiencies gained in shipping costs from our logistics network.

Operating Expenses

	Year Ended December 31,		% Change
	2019	2018	
	(in thousands)		
Customer service and merchant fees (1)	\$ 356,727	\$ 260,046	37.2%
Advertising	1,095,840	774,189	41.5%
Selling, operations, technology, general and administrative (1)	1,624,706	1,025,767	58.4%
Total operating expenses	\$ 3,077,273	\$ 2,060,002	49.4%
<i>As a percentage of net revenue</i>			
<i>Customer service and merchant fees (1)</i>	<i>3.9%</i>	<i>3.8%</i>	
<i>Advertising</i>	<i>12.0%</i>	<i>11.4%</i>	
<i>Selling, operations, technology, general and administrative (1)</i>	<i>17.8%</i>	<i>15.1%</i>	
	<i>33.7%</i>	<i>30.3%</i>	

(1) Includes equity-based compensation and related taxes as follows:

	Year Ended December 31,	
	2019	2018
	(in thousands)	
<i>Customer service and merchant fees</i>	\$ 9,473	\$ 5,859
<i>Selling, operations, technology, general and administrative</i>	\$ 226,129	\$ 127,829

Our equity-based compensation and related taxes included in customer service and merchant fees and selling, operations, technology, general and administrative increased by \$104.6 million in 2019 compared to 2018 as a result of restricted stock units awarded in 2018 and 2019.

The following table summarizes operating expenses as a percentage of net revenue, excluding equity-based compensation and related taxes:

	Year Ended December 31,	
	2019	2018
<i>Customer service and merchant fees</i>	<i>3.8%</i>	<i>3.7%</i>
<i>Selling, operations, technology, general and administrative</i>	<i>15.3%</i>	<i>13.2%</i>

Excluding the impact of equity-based compensation and related taxes, customer service and merchant fees expenses increased by \$93.1 million in 2019 compared to 2018, primarily due to the increase in net revenue during 2019.

Our advertising expenses increased by \$321.7 million in 2019 compared to 2018, primarily as a result of an increase in online advertising. Advertising increased as a percentage of net revenue in 2019 compared to 2018. The increase was primarily attributable to increased investment to generate future customer growth, partially offset by ongoing leverage due to our increasing mix of orders from repeat customers.

Excluding the impact of equity-based compensation and related taxes, selling, operations, technology, general and administrative expenses increased by \$500.6 million in 2019 compared to 2018. As our net revenue continues to grow, we have invested in headcount in both operations and technology to continue to deliver a great experience for our customers. The increase in selling, operations, technology, general and administrative was primarily attributable to personnel costs, rent, information technology, and depreciation and amortization.

Interest expense, net

	Year Ended December 31,		% Change
	2019	2018	
	(in thousands)		
Interest (expense), net	\$ (54,514)	\$ (28,560)	90.9%

Our interest (expense), net increased by \$26.0 million in 2019 compared to 2018, primarily attributable to the issuance of the 2018 and 2019 Notes.

Unaudited Quarterly Results of Operations and Other Financial and Operations Data

The following tables set forth selected unaudited quarterly results of operations and other financial and operations data for the eight quarters ended December 31, 2019. The information for each of these quarters has been prepared on the same basis as the audited Consolidated Financial Statements included elsewhere in this Annual Report on Form 10-K and in the opinion of management, reflects all adjustments, consisting of only normal recurring adjustments, necessary for the fair statement of our consolidated results of operations for these periods. This data should be read in conjunction with our Consolidated Financial Statements and related notes included elsewhere in this Annual Report on Form 10-K. Historical results are not necessarily indicative of the results to be expected in the future.

Consolidated Statements of Operations:

	Three months ended							
	December 31, 2019	September 30, 2019	June 30, 2019	March 31, 2019	December 31, 2018	September 30, 2018	June 30, 2018	March 31, 2018
	(in thousands)							
Net revenue	\$ 2,533,490	\$ 2,305,487	\$ 2,343,251	\$ 1,944,829	\$ 2,014,004	\$ 1,705,645	\$ 1,655,256	\$ 1,404,269
Cost of goods sold (1)	1,956,135	1,765,566	1,783,651	1,474,373	1,528,882	1,312,875	1,270,249	1,080,445
Gross profit	577,355	539,921	559,600	470,456	485,122	392,770	385,007	323,824
Operating expenses:								
Customer service and merchant fees (1)	100,497	91,255	88,502	76,473	77,706	66,664	61,792	53,884
Advertising	310,859	281,846	259,166	243,969	232,374	202,587	177,582	161,646
Selling, operations, technology, general and administrative (1)	471,420	426,529	383,109	343,648	304,647	268,785	240,972	211,363
Total operating expenses	882,776	799,630	730,777	664,090	614,727	538,036	480,346	426,893
Loss from operations	(305,421)	(259,709)	(171,177)	(193,634)	(129,605)	(145,266)	(95,339)	(103,069)
Interest expense, net	(20,592)	(14,432)	(10,252)	(9,238)	(10,291)	(7,066)	(5,796)	(5,407)
Other (expense) income, net	(2,701)	2,182	322	3,078	(2,865)	1,054	666	941
Loss before income taxes	(328,714)	(271,959)	(181,107)	(199,794)	(142,761)	(151,278)	(100,469)	(107,535)
Provision for income taxes, net	1,508	76	831	595	1,084	448	265	240
Net loss	\$ (330,222)	\$ (272,035)	\$ (181,938)	\$ (200,389)	\$ (143,845)	\$ (151,726)	\$ (100,734)	\$ (107,775)
Net loss per share, basic and diluted	\$ (3.54)	\$ (2.94)	\$ (1.98)	\$ (2.20)	\$ (1.59)	\$ (1.69)	\$ (1.13)	\$ (1.22)
Weighted average number of common stock outstanding used in computing per share amounts, basic and diluted	93,321	92,540	91,802	91,104	90,445	89,792	89,158	88,467

(1) Includes equity-based compensation and related taxes as follows:

Cost of goods sold	\$ 1,617	\$ 1,450	\$ 1,317	\$ 992	\$ 798	\$ 727	\$ 637	\$ 565
Customer service and merchant fees	2,854	2,374	2,269	1,976	2,207	1,549	1,133	970
Selling, operations, technology, general and administrative	62,544	61,451	53,269	48,865	38,336	34,041	29,840	25,612
	\$ 67,015	\$ 65,275	\$ 56,855	\$ 51,833	\$ 41,341	\$ 36,317	\$ 31,610	\$ 27,147

Quarterly Financial Metrics

The following tables set forth selected financial quarterly metrics and other financial and operations data for the eight quarters ended December 31, 2019. The information for each of these quarters should be read in conjunction with our Consolidated Financial Statements and related notes included elsewhere in the Annual Report on Form 10-K. Historical results are not necessarily indicative of the results to be expected in the future.

	Three months ended							
	December 31, 2019	September 30, 2019	June 30, 2019	March 31, 2019	December 31, 2018	September 30, 2018	June 30, 2018	March 31, 2018
	(in thousands, except Average Order Value and LTM Net Revenue Per Active Customer)							
Segment Financial Metrics:								
U.S. Net Revenue	\$ 2,139,961	\$ 1,966,654	\$ 2,000,518	\$ 1,657,698	\$ 1,726,897	\$ 1,473,245	\$ 1,411,344	\$ 1,201,584
International Net Revenue	\$ 393,529	\$ 338,833	\$ 342,733	\$ 287,131	\$ 287,107	\$ 232,400	\$ 243,912	\$ 202,685
Direct Retail Financial and Operating Metrics:								
Direct Retail Net Revenue (1)	\$ 2,525,654	\$ 2,299,680	\$ 2,331,759	\$ 1,931,181	\$ 1,995,812	\$ 1,692,456	\$ 1,640,921	\$ 1,388,890
Active Customers	20,290	19,071	17,799	16,408	15,155	13,860	12,792	11,795
LTM Net Revenue Per Active Customer	\$ 448	\$ 449	\$ 447	\$ 442	\$ 443	\$ 443	\$ 440	\$ 432
Orders Delivered	11,195	9,121	9,162	8,163	8,806	6,938	6,452	5,888
Average Order Value	\$ 226	\$ 252	\$ 255	\$ 237	\$ 227	\$ 244	\$ 254	\$ 236
Non-GAAP Financial Measures:								
U.S. Adjusted EBITDA	\$ (88,008)	\$ (62,878)	\$ (342)	\$ (27,782)	\$ 7,725	\$ (26,036)	\$ 7,200	\$ (7,938)
International Adjusted EBITDA	\$ (92,151)	\$ (81,306)	\$ (69,641)	\$ (74,436)	\$ (61,537)	\$ (50,369)	\$ (42,009)	\$ (42,022)
Total reportable segments Adjusted EBITDA	\$ (180,159)	\$ (144,184)	\$ (69,983)	\$ (102,218)	\$ (53,812)	\$ (76,405)	\$ (34,809)	\$ (49,960)
Free Cash Flow	\$ (158,510)	\$ (180,900)	\$ (91,471)	\$ (166,817)	\$ (23,152)	\$ (58,803)	\$ (7,545)	\$ (47,594)

(1) Direct Retail net revenue is calculated by taking consolidated net revenue and excluding U.S. net revenue derived from the websites operated by our retail partners and our media solutions business, which accounted for \$7.8 million, \$5.8 million, \$11.5 million, \$13.6 million, \$18.2 million, \$13.2 million, \$14.3 million, and \$15.4 million of net revenue for the three months ended December 31, September 30, June 30, and March 31, 2019, and December 31, September 30, June 30, and March 31, 2018, respectively.

The following table reflects the reconciliation of net loss to Adjusted EBITDA for each of the periods indicated:

	Three months ended							
	December 31, 2019	September 30, 2019	June 30, 2019	March 31, 2019	December 31, 2018	September 30, 2018	June 30, 2018	March 31, 2018
	(in thousands)							
Net loss	\$ (330,222)	\$ (272,035)	\$ (181,938)	\$ (200,389)	\$ (143,845)	\$ (151,726)	\$ (100,734)	\$ (107,775)
Depreciation and amortization (1)	58,247	50,250	44,339	39,583	36,116	32,544	28,920	25,962
Equity-based compensation and related taxes	67,015	65,275	56,855	51,833	41,341	36,317	31,610	27,147
Interest expense, net	20,592	14,432	10,252	9,238	10,291	7,066	5,796	5,407
Other expense (income), net	2,701	(2,182)	(322)	(3,078)	2,865	(1,054)	(666)	(941)
Provision for income taxes, net	1,508	76	831	595	1,084	448	265	240
Other (1)	—	—	—	—	(1,664)	—	—	—
Adjusted EBITDA	\$ (180,159)	\$ (144,184)	\$ (69,983)	\$ (102,218)	\$ (53,812)	\$ (76,405)	\$ (34,809)	\$ (49,960)

(1) In the three months ended December 31, 2018, we recorded \$1.7 million of a one-time gain relating to a warehouse lease we vacated in July 2017. The gain was the difference in the expected future payments and the actual costs incurred to

terminate the lease. The gain was recognized in selling, operations, technology, general and administrative in the Consolidated Statements of Operations.

The following table presents a reconciliation of free cash flow to net cash used in or provided by operating activities for each of the periods indicated:

	Three months ended							
	December 31, 2019	September 30, 2019	June 30, 2019	March 31, 2019	December 31, 2018	September 30, 2018	June 30, 2018	March 31, 2018
	(in thousands)							
Net cash (used in) provided by operating activities	\$ (36,295)	\$ (76,441)	\$ (2,734)	\$ (81,348)	\$ 42,530	\$ 7,804	\$ 47,604	\$ (13,077)
Purchase of property and equipment	(87,774)	(68,628)	(54,714)	(60,626)	(48,701)	(49,411)	(39,730)	(21,363)
Site and software development costs	(34,441)	(35,831)	(34,023)	(24,843)	(16,981)	(17,196)	(15,419)	(13,154)
Free cash flow	<u>\$ (158,510)</u>	<u>\$ (180,900)</u>	<u>\$ (91,471)</u>	<u>\$ (166,817)</u>	<u>\$ (23,152)</u>	<u>\$ (58,803)</u>	<u>\$ (7,545)</u>	<u>\$ (47,594)</u>

Liquidity and Capital Resources

Sources of Liquidity

	December 31,	
	2019	2018
	(in thousands)	
Cash and cash equivalents	\$ 582,753	\$ 849,461
Short-term investments	\$ 404,252	\$ 114,278
Accounts receivable, net	\$ 99,720	\$ 50,603
Long-term investments	\$ 155,690	\$ 6,526
Working capital	\$ (234,381)	\$ 116,713

Historical Cash Flows

	Year Ended December 31,		
	2019	2018	2017
	(in thousands)		
Net loss	\$ (984,584)	\$ (504,080)	\$ (244,614)
Net cash (used in) provided by operating activities	\$ (196,818)	\$ 84,861	\$ 33,634
Net cash used in investing activities	\$ (854,837)	\$ (260,287)	\$ (130,335)
Net cash provided by financing activities	\$ 786,504	\$ 467,463	\$ 374,971

At December 31, 2019, our principal source of liquidity was cash and cash equivalents and short- and long-term investments totaling \$1.1 billion, which includes \$935.1 million of net proceeds from the issuance of our 2019 Notes in August 2019, partially offset by \$145.7 million in premiums paid at the same time for separate capped call transactions. We believe that our existing cash and cash equivalents and investments, together with cash generated from operations and the cash available under our revolving credit facility, will be sufficient to meet our anticipated cash needs for at least the foreseeable future. However, our liquidity assumptions may prove to be incorrect, and we could exhaust our available financial resources sooner than we currently expect. In addition, we may elect to raise additional funds at any time through equity, equity-linked or debt financing arrangements.

Capital Expenditures were 4.4% of net revenue for the year ended December 31, 2019 and related primarily to our ongoing investments in our technology infrastructure and equipment purchases and improvements for leased warehouses within our expanding logistics network. We expect Capital Expenditures to be approximately 5.5% of net revenue for the first quarter of 2020, as we continue to build out our technology infrastructure and logistics network.

Our future capital requirements and the adequacy of available funds will depend on many factors, including those described herein and in our other filings with the SEC, including those set forth under in Part I, Item 1A, *Risk Factors*, of this Annual Report on Form 10-K. We may not be able to secure additional financing to meet our operating requirements on acceptable terms, or at all.

Operating Activities

Cash flows in connection with operating activities consisted of net loss adjusted for certain non-cash items including depreciation and amortization, equity-based compensation, and certain other non-cash expenses, as well as the effect of changes in working capital and other activities. Operating cash flows can be volatile and are sensitive to many factors, including changes in working capital and our net loss.

Cash used in operating activities in the year ended December 31, 2019 was \$196.8 million and was driven primarily by a net loss of \$984.6 million and other non-cash items of \$1.7 million, partially offset by cash provided by operating assets and liabilities of \$307.5 million, the net impact of certain non-cash items including equity-based compensation of \$227.5 million, depreciation and amortization expense of \$192.4 million and amortization of discount and issuance costs related to our convertible notes of \$62.1 million.

Cash provided by operating activities in the year ended December 31, 2018 was \$84.9 million and was driven primarily by cash provided by operating assets and liabilities of \$315.3 million, equity-based compensation of \$127.6 million, certain non-cash items including depreciation and amortization expense of \$123.5 million and amortization of discount and issuance costs related to our convertible notes of \$22.6 million, partially offset by the net loss of \$504.1 million and other non-cash items of \$0.1 million.

Investing Activities

Our primary investing activities consisted of purchases of property and equipment, particularly purchases of servers and networking equipment, investment in our sites and software development, purchases and disposal of short- and long-term investments, and leasehold improvements for our facilities.

Cash used in investing activities in the year ended December 31, 2019 was \$854.8 million and was primarily driven by purchases of short- and long-term investments of \$553.9 million, purchases of property and equipment of \$271.7 million, site and software development costs of \$129.1 million and other investing activities of \$15.6 million, partially offset by sale and maturities of short-term investments of \$115.5 million.

Cash used in investing activities in the year ended December 31, 2018 was \$260.3 million and was primarily driven by purchases of property and equipment of \$159.2 million, purchases of short- and long-term investments of \$99.0 million, and site and software development costs of \$62.8 million, partially offset by sale and maturities of short-term investments of \$61.1 million and other investing activities of \$0.4 million.

Financing Activities

Cash provided by financing activities in the year ended December 31, 2019 was \$786.5 million and was primarily due to \$935.1 million of net proceeds from the issuance of our 2019 Notes and \$0.1 million net proceeds from the exercise of stock options, partially offset by \$145.7 million in premiums paid for separate capped call transactions, \$0.8 million of deferred finance costs, and \$2.2 million statutory minimum taxes paid related to net share settlements of equity awards.

Cash provided by financing activities in the year ended December 31, 2018 was \$467.5 million and was primarily due to \$562.0 million of net proceeds from the issuance of our 2018 Notes and \$0.1 million net proceeds from the exercise of stock options, partially offset by \$93.4 million in premiums paid for separate capped call transactions, and \$1.2 million statutory minimum taxes paid related to net share settlements of equity awards.

Stock Repurchase Program

On February 22, 2018, we announced that our board of directors authorized the repurchase of up to \$200 million of our Class A common stock. This repurchase program has no expiration but may be suspended or terminated by the board of directors at any time. Under the repurchase program, we are authorized to repurchase, from time to time, outstanding shares of Class A common stock in the open market, through privately negotiated transactions, or otherwise, including pursuant to a Rule 10b5-1 plan.

The actual timing, number and value of shares repurchased will be determined by the Company in its discretion and will depend on a number of factors, including market conditions, applicable legal requirements, our capital needs and whether there is a better alternative use of capital. We have no obligation to repurchase any amount of Class A common stock under the program.

Credit Agreement and Convertible Notes

For information regarding our credit agreement and convertible notes, see Note 14, *Credit Agreement* and Note 15, *Convertible Debt* in the Notes to the Consolidated Financial Statements included in Part II, Item 8, *Financial Statements and Supplementary Data*, of this Annual Report on Form 10-K. As disclosed in Note 15, *Convertible Debt*, the conditional conversion feature of the 2017 Notes was triggered as of March 31, 2019 and June 30, 2019, and as a result the 2017 Notes became convertible at the option of the holders, in whole or in part, during the second quarter and third quarter of 2019, but were not convertible during the fourth quarter of 2019 and are not convertible during the first quarter of 2020 pursuant to the last reported sale price condition. The conditional conversion feature of the 2018 Notes was triggered as of March 31, 2019, and as a result the 2018 Notes became convertible at the option of the holders, in whole or in part, during the second quarter of 2019, but were not convertible during the third quarter or the fourth quarter of 2019 and are not convertible during the first quarter of 2020 pursuant to the last reported sale price condition. Whether the 2017 Notes, the 2018 Notes, and 2019 Notes will be convertible in future quarters will depend on the satisfaction of the applicable last reported sales price condition or another conversion condition in the future. If one or more holders elect to convert their 2017 Notes, 2018 Notes, or 2019 Notes at a time when any such notes are convertible, unless we elect to satisfy our conversion obligation by delivering solely shares of our Class A common stock (other than paying cash in lieu of delivering any fractional share), we would be required to settle a portion or all of our conversion obligation through the payment of cash, which could adversely affect our liquidity. From January 1, 2020 through the date of this filing, none of the 2017 Notes, 2018 Notes or 2019 Notes has been converted.

Off-Balance Sheet Arrangements

We do not engage in any off-balance sheet activities. We do not have any off-balance sheet interest in variable interest entities, which include special purpose entities and other structured finance entities.

Contractual Obligations

The following table summarizes our contractual obligations as of December 31, 2019:

	Payment Due by Period				Total
	Less than 1 year	1 - 3 Years	3 - 5 Years	More than 5 Years	
	(in thousands)				
Long-term debt (1)	\$ 17,468	\$ 466,397	\$ 606,913	\$ 967,725	\$ 2,058,503
Operating leases (2)	\$ 143,398	\$ 291,891	\$ 272,000	\$ 526,671	\$ 1,233,960
Purchase obligations (3)	\$ 21,206	\$ 41,412	\$ 3,242	\$ —	\$ 65,860
Other commitments (4)	\$ 7,676	\$ 56,718	\$ 65,682	\$ 212,201	\$ 342,277

(1) Represents future interest and principal payments on the Convertible Notes. For information regarding our convertible notes, see Note 15, *Convertible Debt*, in the Notes to the Consolidated Financial Statements included in Part II, Item 8, *Financial Statements and Supplementary Data* of this Annual Report on Form 10-K.

(2) Represents the future minimum lease payments under non-cancellable leases. For information regarding our lease obligations, see Note 6, *Leases*, in the Notes to the Consolidated Financial Statements included in Part II, Item 8, *Financial Statements and Supplementary Data* of this Annual Report on Form 10-K.

(3) Represents the future payments for enforceable and legally binding software license commitments. For information regarding our purchase obligations, see Note 8 *Commitments and Contingencies* in the Notes to the Consolidated Financial Statements included in Part II, Item 8, *Financial Statements and Supplementary Data* of this Annual Report on Form 10-K.

(4) Represents the future minimum lease payments for additional, non-cancellable operating leases, primarily related to build-to-suit warehouse leases, that have not yet commenced. For more information see Note 6, *Leases*, in the Notes to the Consolidated Financial Statements included in Part II, Item 8, *Financial Statements and Supplementary Data* of this Annual Report on Form 10-K.

Critical Accounting Policies

Our financial statements are prepared in accordance with accounting principles generally accepted in the U.S. The preparation of our financial statements and related disclosures requires us to make estimates, assumptions and judgments that affect the reported amount of assets, liabilities, net revenue, costs and expenses and related disclosures. We believe that the estimates, assumptions and judgments involved in the accounting policies described below have the greatest potential impact on our financial statements and, therefore, we consider these to be our critical accounting policies. Accordingly, we evaluate our estimates and assumptions on an ongoing basis. Our actual results may differ from these estimates under different assumptions and conditions. See Note 2, *Summary of Significant Accounting Policies*, in the Notes to the Consolidated Financial Statements included in Part II, Item 8, *Financial Statements and Supplementary Data*, of this Annual Report on Form 10-K for information about these critical accounting policies, as well as a description of our other significant accounting policies.

Revenue Recognition

We generate net revenue through product sales generated primarily through our family of sites and through websites operated by third parties.

We recognize revenue using the gross method for product sales generated through our family of sites and through websites operated by third parties only when we have concluded that the Company controls the product before it is transferred to the customer. The Company controls products when it is the entity responsible for fulfilling the promise to the customer and takes responsibility for the acceptability of the goods, assumes inventory risk from shipment through the delivery date, has discretion in establishing prices, and selects the suppliers of products sold. We recognize net revenue when the product has been delivered to the customer.

As we ship a large volume of packages through multiple carriers, actual delivery dates may not always be available and as such we estimate delivery dates based on historical data. Net revenue from product sales includes shipping costs charged to the customer and is recorded net of taxes collected from customers, which are remitted to governmental authorities. Cash discounts and rebates earned by customers at the time of purchase are deducted from gross revenue in determining net revenue. Allowances for sales returns are estimated and recorded based on prior returns history, recent trends, and projections for returns on sales in the current period.

We recognize gift cards and site credits in the period they are redeemed. Unredeemed gift cards and site credits not subject to requirements to remit balances to governmental agencies are recognized as net revenue based on historical redemption patterns, which are substantially within twenty-four months of issuance.

We maintain a membership rewards program for purchases made with our private label credit card, a Wayfair-branded credit card that can only be used at our family of sites. Enrolled customers earn points that may be redeemed for future purchases. We defer a portion of our revenue associated with rewards that are ultimately expected to be redeemed.

We earn revenue through third-party advertisers that pay based on the number of advertisement related clicks, actions, or impressions for ads placed on our sites. Revenue earned under these arrangements is included in net revenue and is recognized in the period in which the click, action, or impression occurs.

Leases

We generally lease office and warehouse facilities under noncancelable, operating lease agreements. Upon the lease commencement date, we determine if an arrangement is or contains a lease and recognize an operating lease right-of-use assets ("ROU") and operating lease liabilities on the Consolidated Balance Sheets for all leases with the exception of leases with a lease term of 12 months or less.

Lease expense for minimum lease payments is recognized on a straight-line basis over the lease term. Our lease terms may include options to extend or terminate the lease when it is reasonably certain that we will exercise that option.

We have lease arrangements with lease and non-lease components. For our warehouse and fulfillment center lease arrangements, we account for lease and non-lease components separately. For all other lease arrangements, we account for lease and non-lease components as a single lease component.

Operating lease liabilities and their corresponding operating lease ROU assets are recorded based on the present value of lease payments over the expected lease term at the lease commencement date. As most of our leases do not provide an implicit rate, we use our estimated incremental borrowing rate ("IBR") based on the information available at the commencement date in

determining the present value of future payments. The determination of our IBR requires judgment. The IBR for each lease is primarily based on publicly-available information for companies within the same industry and with similar credit profiles. The rate is then adjusted for the impact of collateralization, the lease term and other specific terms included in our lease arrangements. The IBR is determined at the lease commencement and is subsequently reassessed upon a modification to the lease arrangement. The operating lease ROU asset also includes any lease payments made prior to commencement date and excludes lease incentives and initial direct costs incurred.

Operating lease ROU assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the operating lease ROU asset may not be recoverable. When such events occur, we compare the carrying amount of the operating lease ROU asset to the undiscounted expected future cash flows related to the operating lease ROU asset. If the comparison indicates that an impairment exists, the amount of the impairment is calculated as the difference between the excess of the carrying amount over the fair value of the operating lease ROU asset. If a readily determinable market price does not exist, fair value is estimated using discounted expected cash flows attributable to the operating lease ROU asset.

For additional information regarding our lease arrangements, see Note 6, *Leases*, in the Notes to the Consolidated Financial Statements included in Part II, Item 8, *Financial Statements and Supplementary Data*, of this Annual Report on Form 10-K.

Convertible Debt

Upon the issuance of convertible debt with debt and equity components, we evaluate the different components and features of the hybrid instrument and determine whether certain elements are embedded derivative instruments which require bifurcation. Components of convertible debt instruments that upon conversion may be settled fully in cash or partly in cash based on a net-share settlement basis are accounted for separately as long-term debt and equity when the conversion feature of the convertible bonds constitute an embedded equity instrument. When an equity instrument is identified, proceeds from issuance are allocated between debt and equity by measuring first the liability component and then determining the equity component as a residual amount. The liability component is measured as the fair value of a similar nonconvertible debt, which results in the recognition of a debt discount. In subsequent periods, we amortize the debt discount to interest (expense), net within the Consolidated Statements of Operations, using the interest method based on the expected maturity of the debt. The equity component is reported in additional paid-in capital within the Consolidated Statement of Stockholders' Equity (Deficit) and is not remeasured as long as it continues to meet the conditions for equity classification.

We allocate transactions related to the issuance of convertible debt using the same proportions as the proceeds from the convertible debt. Transaction costs attributable to the liability component are recorded as a direct deduction from the related debt liability in the Consolidated Balance Sheets and are amortized to interest (expense), net within the Consolidated Statements of Operations over the term of the convertible debt using the effective interest rate method. Transaction costs attributable to the equity component are netted within additional paid-in capital within the Consolidated Statement of Stockholders' Equity (Deficit).

For additional information regarding our convertible debt, see Note 15, *Convertible Debt*, in the Notes to the Consolidated Financial Statements included in Part II, Item 8, *Financial Statements and Supplementary Data*, of this Annual Report on Form 10-K.

Recent Accounting Pronouncements

For information about recent accounting pronouncements, see Note 2, *Summary of Significant Accounting Policies*, in the Notes to the Consolidated Financial Statements included in Part II, Item 8, *Financial Statements and Supplementary Data*, of this Annual Report on Form 10-K.

Item 7A. Quantitative and Qualitative Disclosure About Market Risk

We have operations both within the U.S. and internationally, and we are exposed to market risks in the ordinary course of our business, including the effects of interest rate changes, foreign currency fluctuations and inflation. Information relating to quantitative and qualitative disclosures about these market risks is set forth below.

Interest Rate Sensitivity

Cash and cash equivalents and short- and long-term investments were held primarily in cash deposits, certificates of deposit, money market funds, and corporate debt. The fair value of our cash, cash equivalents and short-term and long-term investments will fluctuate with movements of interest rates, increasing in periods of declining rates of interest and declining in periods of increasing rates of interest.

Our 2017 Notes, which were issued in September 2017, carry a fixed interest rate of 0.375% per year, our 2018 Notes, which were issued in November 2018, carry a fixed interest rate of 1.125% per year, and our 2019 Notes, which were issued in August 2019, carry a fixed interest rate of 1.00% per year. Since the Notes bear interest at a fixed rate, we have no direct financial statement risk associated with changes in interest rates.

Interest on the revolving line of credit incurred pursuant to the credit agreements described herein would accrue at a floating rate based on a formula tied to certain market rates at the time of incurrence; however, we do not expect that any change in prevailing interest rates will have a material impact on our results of operations.

Foreign Currency Risk

Most of our sales are denominated in U.S. dollars, and therefore, our total revenue is not currently subject to significant foreign currency risk. However, as our international business has grown, fluctuations in foreign currency exchange rates have started to have a greater impact. Our operating expenses are denominated in the currencies of the countries in which our operations are located or in which net revenue is generated, and as a result we face exposure to adverse movements in foreign currency exchange rates, particularly changes in the British Pound, Euro, and Canadian Dollar, as the financial results of our international operations are translated from local currency, or functional currency, into U.S. dollars upon consolidation. Fluctuations in foreign currency exchange rates may cause us to recognize transaction gains and losses in our Consolidated Statement of Operations. To date, foreign currency transaction gains and losses have not been material to our financial statements, and we have not engaged in any foreign currency hedging transactions, but we may do so in the future. The effect of foreign currency exchange on our business historically has varied from quarter to quarter and may continue to do so, potentially materially.

Inflation

We do not believe that inflation has had a material effect on our business, financial condition or results of operations. We continue to monitor the impact of inflation in order to minimize its effects through pricing strategies, productivity improvements and cost reductions. If our costs were to become subject to significant inflationary pressures, we may not be able to fully offset such higher costs through price increases. Our inability or failure to do so could harm our business, financial condition and results of operations.

Item 8. Financial Statements and Supplementary Data

INDEX TO FINANCIAL STATEMENTS

Audited Consolidated Financial Statements of Wayfair Inc.:

Report of Independent Registered Public Accounting Firm	54
Consolidated Balance Sheets	57
Consolidated Statements of Operations	58
Consolidated Statements of Comprehensive Loss	59
Consolidated Statement of Stockholders' Equity (Deficit)	60
Consolidated Statements of Cash Flows	61
Notes to Consolidated Financial Statements	62

Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of Wayfair Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Wayfair Inc. (the Company) as of December 31, 2019 and 2018, the related consolidated statements of operations, comprehensive loss, stockholders' equity (deficit) and cash flows for each of the three years in the period ended December 31, 2019, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2019 and 2018, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2019, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2019, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated February 28, 2020 expressed an unqualified opinion thereon.

Adoption of New Accounting Standard

As discussed in Note 6 to the consolidated financial statements, the Company changed its method for accounting for leases in 2019. As explained below, auditing the Company's adoption of the new accounting standard for leases was a critical audit matter.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

The critical audit matters communicated below are matters arising from the current period audit of the consolidated financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

Description of the Matter

The Adoption of the New Accounting Standard for Leases

As discussed above and in Note 6 to the consolidated financial statements, the Company adopted the ASU No. 2016-02, “Leases (Topic 842)” (“ASC 842”) as of January 1, 2019 using the modified retrospective approach. On the date of adoption, the Company recorded \$524.1 million right-of-use assets and corresponding lease liabilities recorded within current and non-current liabilities of \$636.4 million. The lease liability is measured as the present value of lease payments, utilizing the Company’s estimated incremental borrowing rate. At December 31, 2019, the Company’s non-current and current lease liabilities were \$822.6 million and \$91.1 million, respectively, and the Company’s right-of-use asset was \$763.4 million. Pursuant to ASC 842, the Company performed an assessment of its contracts to identify which contracts are subject to the new standard. The Company also estimated its incremental borrowing rate for purposes of measuring its lease liabilities.

How We Addressed the Matter in Our Audit

Auditing management’s initial recognition of the lease liabilities and right-of-use assets upon the adoption of ASC 842 was challenging because of the inherent uncertainties in determining the completeness of the Company’s lease portfolio given the significant number of arrangements with recurring payments that required evaluation. The incremental borrowing rate was highly sensitive and had a significant effect on the measurement of the lease liability and right-of-use asset recognized upon adoption.

We obtained an understanding, evaluated the design and tested the operating effectiveness of controls over the Company’s adoption of ASC 842. For example, we tested controls over management’s review of the completeness of the lease population and the calculation of the incremental borrowing rate.

We tested the completeness and accuracy of the data used in the Company’s initial recognition of lease liabilities and right-of-use assets. Our procedures included, among others, comparing the information in a sample of lease agreements to the Company’s analysis, selecting a sample of contracts with recurring payments and assessing their inclusion in the Company’s analysis and evaluating the Company’s conclusions on whether such arrangements were leases. We involved a valuation professional to assist in evaluating the key assumptions and methodologies management used to develop the incremental borrowing rate and independently tested the sensitivity of ranges determined by management for the Company’s various lease terms.

Description of the Matter

Completeness of Sales Return Reserves

As described in Note 2 to the consolidated financial statements, the Company had product revenue of \$9.1 billion for the year ended December 31, 2019, which was net of sales return reserves of \$38.0 million.

How We Addressed the Matter in Our Audit

Auditing the Company’s measurement of sales return reserves on product revenue under its contracts with customers was especially challenging because the calculation involves subjective management assumptions about products delivered as of the balance sheet date that could be subject to return in future periods under the Company’s returns policy.

We obtained an understanding, evaluated the design and tested the operating effectiveness of internal controls over the Company’s sales return reserve process. For example, we tested controls over management’s assessment of the assumptions about expected returns by segment as of the balance sheet date. To test the Company’s reserves for returns on product revenue, our audit procedures included, among others, testing the accuracy and completeness of the underlying data used in the calculations and evaluating the significant assumptions used by management to estimate its reserves.

To test management’s significant assumptions, we (1) agreed revenues by month for each segment in the analysis to the Company’s sales order system (2) examined sales return levels in the last month of the year and after year-end for unusual items or trends not consistent with the Company’s analysis of product returns and (3) tested the accuracy of the Company’s reserves for returns on product revenue recorded in prior periods by comparing the reserve to returns actually processed. We also compared the Company’s projections of future sales returns as of the balance sheet date with actual returns made subsequent to year end.

Allocation of Convertible Notes Proceeds to Debt and Equity

*Description of
the Matter*

As described in Note 15, the Company issued \$948.8 million in aggregate principal of 1.00% convertible senior notes due 2026 (the "2019 Notes") pursuant to an Indenture dated August 19, 2019. The Notes include a cash settlement feature, which requires the Company to separate the Notes into liability and equity components. Upon issuance, the Company allocated \$668.5 million to the liability component of the 2019 Notes and \$280.3 million to the equity component of the 2019 Notes.

Auditing the Company's determination of the value allocated to the liability and equity components was complex and highly judgmental as a result of the significant estimation required to determine the fair value of the liability component, measured at the estimated fair value of similar debt without the conversion option, with the difference between the initial proceeds of the 2019 Notes and the value allocated to the liability component being recognized in stockholders' equity (deficit) as the carrying amount of the equity component. The fair value of similar debt that does not have an associated conversion feature was determined using the Company's estimated credit spread. Specifically, the credit spread underlying the estimated effective interest rate for the 2019 Notes was estimated using a binomial lattice model and observing a range of credit spreads of comparable companies with similar credit ratings. In addition, management further estimated a credit rating for the Company using a synthetic credit rating model based on the Company's financial performance as of the valuation date.

*How We
Addressed the
Matter in Our
Audit*

We obtained an understanding, evaluated the design and tested the operating effectiveness of internal controls that address the risks related to the Company's process for determining the fair value of similar debt that does not have an associated conversion feature.

To test the Company's measurement of the liability and equity components of the 2019 Notes, we (i) evaluated whether the valuation methodology was appropriate in the circumstances, giving consideration to the nature of the instruments being valued, the premise of the valuation, the business and environment in which the Company operates, and the lack of observable market data, (ii) assessed whether the assumptions on which the estimates were based, individually and taken as a whole, were consistent with the general economic environment, the economic environment of the Company's business and industry in which it operates, and existing market information, (iii) performed comparative calculations and sensitivity analysis to test the reasonableness of significant assumptions used in the Company's valuation analysis, and (iv) prepared an independent calculation to corroborate the estimate prepared by management. In performing our procedures, we also involved a valuation professional to assist in our evaluation.

/s/ Ernst & Young LLP

We have served as the Company's auditor since 2012.

Boston, Massachusetts
February 28, 2020

WAYFAIR INC.
CONSOLIDATED BALANCE SHEETS

	December 31,	
	2019	2018
	(in thousands, except share and per share data)	
Assets:		
Current assets		
Cash and cash equivalents	\$ 582,753	\$ 849,461
Short-term investments	404,252	114,278
Accounts receivable, net of allowance of \$22,774 and \$9,312 at December 31, 2019 and 2018, respectively	99,720	50,603
Inventories	61,692	46,164
Prepaid expenses and other current assets	228,721	195,430
Total current assets	<u>1,377,138</u>	<u>1,255,936</u>
Operating lease right-of-use assets	763,400	—
Property and equipment, net	624,544	606,977
Goodwill and intangible assets, net	18,809	2,585
Long-term investments	155,690	6,526
Other noncurrent assets	13,467	18,826
Total assets	<u>\$ 2,953,048</u>	<u>\$ 1,890,850</u>
Liabilities and Stockholders' Deficit:		
Current liabilities		
Accounts payable	\$ 908,097	\$ 650,174
Accrued expenses	298,918	212,997
Unearned revenue	167,641	148,057
Other current liabilities	236,863	127,995
Total current liabilities	<u>1,611,519</u>	<u>1,139,223</u>
Long-term debt	1,456,195	738,904
Operating lease liabilities	822,602	—
Lease financing obligations, net of current portion	—	183,056
Other liabilities	6,940	160,388
Total liabilities	<u>3,897,256</u>	<u>2,221,571</u>
Commitments and contingencies (Note 8)		
Convertible preferred stock, \$0.001 par value per share: 10,000,000 shares authorized and none issued at December 31, 2019 and 2018	—	—
Stockholders' deficit:		
Class A common stock, par value \$0.001 per share, 500,000,000 shares authorized, 66,642,611 and 62,329,701 shares issued and outstanding at December 31, 2019 and 2018, respectively	67	63
Class B common stock, par value \$0.001 per share, 164,000,000 shares authorized, 26,957,815 and 28,417,882 shares issued and outstanding at December 31, 2019 and 2018, respectively	27	28
Additional paid-in capital	1,122,548	753,657
Accumulated deficit	(2,065,423)	(1,082,689)
Accumulated other comprehensive (loss)	(1,427)	(1,780)
Total stockholders' deficit	<u>(944,208)</u>	<u>(330,721)</u>
Total liabilities and stockholders' deficit	<u>\$ 2,953,048</u>	<u>\$ 1,890,850</u>

The accompanying notes are an integral part of these Consolidated Financial Statements.

WAYFAIR INC.
CONSOLIDATED STATEMENTS OF OPERATIONS

Year Ended December 31,

	2019	2018	2017
(in thousands, except per share data)			
Net revenue	\$ 9,127,057	\$ 6,779,174	\$ 4,720,895
Cost of goods sold	6,979,725	5,192,451	3,602,072
Gross profit	2,147,332	1,586,723	1,118,823
Operating expenses:			
Customer service and merchant fees	356,727	260,046	169,516
Advertising	1,095,840	774,189	549,959
Selling, operations, technology, general and administrative	1,624,706	1,025,767	634,801
Total operating expenses	3,077,273	2,060,002	1,354,276
Loss from operations	(929,941)	(473,279)	(235,453)
Interest (expense), net	(54,514)	(28,560)	(9,433)
Other income (expense), net	2,881	(204)	758
Loss before income taxes	(981,574)	(502,043)	(244,128)
Provision for income taxes, net	3,010	2,037	486
Net loss	\$ (984,584)	\$ (504,080)	\$ (244,614)
Net loss per share, basic and diluted	\$ (10.68)	\$ (5.63)	\$ (2.81)
Weighted average number of common stock outstanding used in computing per share amounts, basic and diluted	92,200	89,472	86,983

The accompanying notes are an integral part of these Consolidated Financial Statements.

WAYFAIR INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS

	Year Ended December 31,		
	2019	2018	2017
	(in thousands)		
Net loss	\$ (984,584)	\$ (504,080)	\$ (244,614)
Other comprehensive loss:			
Foreign currency translation adjustments	120	553	(2,196)
Net unrealized gain (loss) on available-for-sale investments	233	30	(180)
Comprehensive loss	\$ (984,231)	\$ (503,497)	\$ (246,990)

The accompanying notes are an integral part of these Consolidated Financial Statements.

WAYFAIR INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT)

Class A and Class B Common Stock

	Shares	Amount	Additional Paid-In Capital	Accumulated Deficit (in thousands)	Accumulated Other Comprehensive (Loss) Income	Total Stockholders' Equity (Deficit)
Balance at December 31, 2016	85,831	\$ 86	\$ 409,225	\$ (329,940)	\$ 13	\$ 79,384
Net loss	—	—	—	(244,614)	—	(244,614)
Other comprehensive income	—	—	—	—	(2,376)	(2,376)
Exercise of options to purchase common stock	84	—	244	—	—	244
Issuance of common stock upon vesting of RSUs	2,327	2	—	—	—	2
Shares withheld related to net settlement of RSUs	(33)	—	(1,562)	—	—	(1,562)
Equity-based compensation expense	—	—	71,380	—	—	71,380
Adoption of ASU No. 2016-09	—	—	8,712	(8,712)	—	—
Equity component of issuance of convertible notes, and capped calls, net (Note 15)	—	—	49,213	—	—	49,213
Balance at December 31, 2017	88,209	88	537,212	(583,266)	(2,363)	(48,329)
Net loss	—	—	—	(504,080)	—	(504,080)
Other comprehensive income	—	—	—	—	583	583
Exercise of options to purchase common stock	46	—	138	—	—	138
Issuance of common stock upon vesting of RSUs	2,504	3	—	—	—	3
Shares withheld related to net settlement of RSUs	(11)	—	(1,284)	—	—	(1,284)
Equity-based compensation expense	—	—	133,638	—	—	133,638
Adoption of ASU No. 2014-09	—	—	—	4,657	—	4,657
Equity component of issuance of convertible notes, and capped calls net, (Note 15)	—	—	83,953	—	—	83,953
Balance at December 31, 2018	90,748	91	753,657	(1,082,689)	(1,780)	(330,721)
Net loss	—	—	—	(984,584)	—	(984,584)
Other comprehensive income	—	—	—	—	353	353
Exercise of options to purchase common stock	35	—	113	—	—	113
Issuance of common stock upon vesting of RSUs	2,836	3	—	—	—	3
Shares withheld related to net settlement of RSUs	(19)	—	(2,236)	—	—	(2,236)
Equity-based compensation expense	—	—	240,448	—	—	240,448
Adoption of ASU No. 2016-02	—	—	—	1,850	—	1,850
Equity component of issuance of convertible notes and capped calls, net (Note 15)	—	—	130,566	—	—	130,566
Balance at December 31, 2019	93,600	94	\$ 1,122,548	\$ (2,065,423)	\$ (1,427)	\$ (944,208)

The accompanying notes are an integral part of these Consolidated Financial Statements.

WAYFAIR INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS

Year Ended December 31,

	2019	2018	2017
	(in thousands)		
Cash flows from operating activities:			
Net loss	\$ (984,584)	\$ (504,080)	\$ (244,614)
Adjustments to reconcile net loss to net cash used in operating activities:			
Depreciation and amortization	192,419	123,542	87,020
Equity-based compensation	227,451	127,564	67,840
Amortization of discount and issuance costs on convertible notes	62,111	22,585	5,830
Other non-cash adjustments	(1,691)	(56)	1,198
Changes in operating assets and liabilities:			
Accounts receivable	(49,187)	(12,792)	(18,172)
Inventories	(15,631)	(18,319)	(9,454)
Prepaid expenses and other current assets	(32,590)	(65,195)	(39,124)
Accounts payable and accrued expenses	330,325	285,064	104,184
Unearned revenue and other liabilities	75,888	134,705	81,354
Other assets	(1,329)	(8,157)	(2,428)
Net cash (used in) provided by operating activities	<u>(196,818)</u>	<u>84,861</u>	<u>33,634</u>
Cash flows from investing activities:			
Purchase of short- and long-term investments	(553,858)	(99,002)	(54,551)
Sale and maturities of short-term investments	115,468	61,068	71,095
Purchase of property and equipment	(271,742)	(159,205)	(100,451)
Site and software development costs	(129,138)	(62,750)	(46,428)
Other investing activities, net	(15,567)	(398)	—
Net cash used in investing activities	<u>(854,837)</u>	<u>(260,287)</u>	<u>(130,335)</u>
Cash flows from financing activities:			
Proceeds from issuance of convertible notes, net of issuance costs	935,146	562,047	420,449
Premiums paid for capped call confirmations	(145,728)	(93,438)	(44,160)
Taxes paid related to net share settlement of equity awards	(2,236)	(1,284)	(1,562)
Deferred financing costs	(791)	—	—
Net proceeds from exercise of stock options	113	138	244
Net cash provided by financing activities	<u>786,504</u>	<u>467,463</u>	<u>374,971</u>
Effect of exchange rate changes on cash and cash equivalents	(1,557)	(1,536)	850
Net (decrease) increase in cash and cash equivalents	<u>(266,708)</u>	<u>290,501</u>	<u>279,120</u>
Cash and cash equivalents:			
Beginning of year	849,461	558,960	279,840
End of year	<u>\$ 582,753</u>	<u>\$ 849,461</u>	<u>\$ 558,960</u>
Supplemental Cash Flow Information:			
Cash paid for interest on long-term debt	\$ 7,763	\$ 1,554	\$ —
Cash paid for interest on finance lease obligations	\$ —	\$ 9,058	\$ —
Purchase of property and equipment included in accounts payable and accrued expenses and in other liabilities	\$ 41,181	\$ 15,383	\$ 8,533
Construction costs capitalized under finance lease obligations and other leases	\$ —	\$ 125,796	\$ 47,276

The accompanying notes are an integral part of these Consolidated Financial Statements.

Notes to Consolidated Financial Statements

1. Description of Business

Wayfair is one of the world's largest online destinations for the home. Through its e-commerce business model, the Company offers visually inspired browsing, compelling merchandising, easy product discovery and attractive prices for over eighteen million products from over 12,000 suppliers.

2. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying Consolidated Financial Statements have been prepared in conformity with accounting principles generally accepted in the United States of America ("GAAP"). Any reference in these notes to applicable guidance is meant to refer to the authoritative GAAP as found in the Accounting Standards Codification ("ASC") and Accounting Standards Update ("ASU") of the Financial Accounting Standards Board ("FASB").

Principles of Consolidation

The accompanying Consolidated Financial Statements of Wayfair Inc. include its wholly-owned subsidiaries (collectively the "Company" or "Wayfair"). All intercompany accounts and transactions have been eliminated. Below is a summary of the wholly-owned subsidiaries of the Company with operations:

Subsidiary	Location
Wayfair LLC	U.S.
CastleGate Logistics Inc.	U.S.
SK Retail, Inc.	U.S.
Wayfair Maine LLC	U.S.
Wayfair Transportation LLC	U.S.
Wayfair Securities Corporation	U.S.
Wayfair Stores Limited	Republic of Ireland
Wayfair (UK) Limited	United Kingdom
Wayfair GmbH	Germany
CastleGate Logistics Canada Inc.	Canada
CastleGate Logistics Hong Kong Limited	Hong Kong
Wayfair (BVI) Ltd.	British Virgin Islands

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities, at the date of the Consolidated Financial Statements, and the reported amounts of revenue and expenses during the reported period. Actual results could differ from those estimates.

Cash and Cash Equivalents

The Company considers all highly liquid investments purchased with an original maturity (at the date of purchase) of three months or less to be the equivalent of cash for the purpose of Consolidated Balance Sheets and Statements of Cash Flows presentation. Cash equivalents, which consist primarily of money market accounts, are carried at cost, which approximates market value.

Short-Term Investments and Marketable Securities

Short-term investments consist of certificates of deposits and marketable securities with original maturities of greater than three months and maturing in less than twelve months from the balance sheet date.

The Company classifies its marketable securities as "available-for-sale" securities. Available-for-sale securities are classified as short- and long-term investments on the Consolidated Balance Sheets and are carried at fair value. Unrealized gains and losses on available-for-sale securities that are considered temporary are recorded, net of taxes, in the accumulated other comprehensive

Notes to Consolidated Financial Statements (Continued)

(loss) caption of the Company's Consolidated Balance Sheets. Unrealized losses, excluding losses related to the credit rating of the security (credit losses), on available-for-sale securities that are considered other-than-temporary but relate to securities that the Company (i) does not intend to sell and (ii) will not be required to sell below cost are also recorded, net of taxes, in accumulated other comprehensive (loss). Further, the Company does not believe it will be required to sell such securities below cost. Therefore, the only other-than-temporary losses the Company records in other (income) expense, net in its Consolidated Statements of Operations are related to credit losses. As of December 31, 2019 and 2018, the Company's available-for-sale securities consisted of corporate bonds and other government obligations that are priced at fair value. The maturities of the Company's long-term marketable securities generally range from one to two years. The cost basis of a marketable security sold is determined by the Company using the specific identification method.

Fair Value of Financial Instruments

The Company's financial assets and liabilities are measured at fair value, which is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price). The three levels of inputs used to measure fair value are as follows:

- Level 1—Unadjusted quoted prices in active markets for identical assets or liabilities
- Level 2—Unadjusted quoted prices in active markets for similar assets or liabilities, unadjusted quoted prices for identical or similar assets or liabilities in markets that are not active, or inputs other than quoted prices that are observable or can be corroborated by observable market data for substantially the full-term of the asset or liability
- Level 3—Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the asset or liability

This hierarchy requires the Company to use observable market data, when available, and to minimize the use of unobservable inputs when determining fair value. The Company measures its cash equivalents and short- and long-term investments at fair value. The Company classifies its cash equivalents within Level 1 because the fair value of the financial asset is valued using quoted market prices of an identical asset. The Company classifies short- and long-term investments within Level 2 because unadjusted quoted prices for identical or similar assets in markets are not active. The Company does not have any assets or liabilities classified as Level 3 financial assets. Refer to Note 3, *Marketable Securities and Fair Value Measurements*, for additional detail.

Concentrations of Credit Risk

Financial instruments that subject the Company to credit risk consist of cash and cash equivalents, short- and long-term investments, and accounts receivable. The risk with respect to cash and cash equivalents is minimized by the Company's policy to maintain these balances with major financial institutions of high-credit quality. At times, cash balances may exceed federally insured limits; however, to date, the Company has not incurred any losses on these investments. As of December 31, 2019 and 2018, the Company had \$48.2 million and \$129.5 million, respectively, in banks located outside the U.S.

The risk with respect to short- and long-term investments is minimized by the Company's policy of investing in financial instruments issued by highly-rated financial institutions. The risk with respect to accounts receivable is managed by the Company through its policy of monitoring the creditworthiness of its customers to which it grants credit terms in the normal course of business.

Accounts Receivable

Accounts receivable are stated net of an allowance for doubtful accounts, which is based on historical losses, existing economic conditions, and other information available at the Consolidated Balance Sheets dates. Uncollectible amounts are written off against the allowance after all collection efforts have been exhausted.

Inventories

Inventories consisting of finished goods are stated at the lower of cost or net realizable value, determined by the first-in, first-out (FIFO) method, and consist of product for resale. Inventory costs consist of cost of product and inbound shipping and handling costs. Inventory costs also include direct and indirect labor costs, rents and depreciation expenses associated with the Company's fulfillment centers. Inventory valuation requires the Company to make judgments, based on currently available information, about the likely method of disposition, such as through sales to individual customers, liquidations, and expected recoverable values of each disposition category.

Notes to Consolidated Financial Statements (Continued)

Goods In-Transit

Goods in-transit to customers are recorded in prepaid expenses and other current assets in the Consolidated Balance Sheets. Risk of loss and the transfer of title from the supplier to the Company occur at freight on board shipping point. As of December 31, 2019 and 2018, goods in-transit amounted to \$104.9 million and \$83.7 million, respectively.

Property and Equipment

Property and equipment are stated at cost, net of depreciation and amortization. Expenditures for maintenance and repairs are charged to expense as incurred, whereas betterments are capitalized as additions to property and equipment. Depreciation and amortization on property and equipment is calculated on the straight-line method over the estimated useful lives of the assets as follows:

Class	Range of Life (In Years)
Furniture and computer equipment	3 to 7
Site and software development costs	2
Leasehold improvements	The lesser of useful life or lease term
Buildings (leased - Note 6)	30

Site and Software Development Costs

The Company capitalizes certain costs associated with the development of its sites and internal-use software products after the preliminary project stage is complete and until the software is ready for its intended use. The capitalized costs are amortized over a two-year period. Costs incurred in the preliminary stages of development, after the software is ready for its intended use and for maintenance of internal-use software are expensed as incurred. Upgrade and enhancements are capitalized to the extent they will result in added functionality.

Total costs capitalized, net of accumulated amortization, totaled \$123.5 million and \$62.9 million as of December 31, 2019 and 2018, respectively, and are included in property and equipment, net in the Consolidated Balance Sheets. Amortization expense for the years ended December 31, 2019, 2018, and 2017 were \$81.6 million, \$51.3 million, and \$34.5 million, respectively.

Long-Lived Assets

The Company reviews long-lived assets for impairment whenever events or changes in circumstances, such as service discontinuance or technological obsolescence, indicate that the carrying amount of the long-lived asset may not be recoverable. When such events occur, the Company compares the carrying amount of the asset to the undiscounted expected future cash flows related to the asset. If the comparison indicates that an impairment exists, the amount of the impairment is calculated as the difference between the excess of the carrying amount over the fair value of the asset. If a readily determinable market price does not exist, fair value is estimated using discounted expected cash flows attributable to the asset. For the years ended December 31, 2019, 2018, and 2017, no impairment of long-lived assets or identifiable intangibles had been indicated.

Leases

The Company adopted ASU No. 2016-02, "Leases" (ASU 2016-02) on January 1, 2019 using the modified retrospective approach. The Company also elected the package of practical expedients, which among other things, allowed the Company to carryforward historical lease classification. The adoption of the standard resulted in (1) the derecognition of building assets and finance lease obligations for certain leases that did not pass the sale-leaseback criteria, (2) the derecognition of construction in progress assets and other long-term liabilities for certain lease arrangements whereby the Company is no longer considered the deemed construction owner of the construction projects, and (3) the recognition of operating lease right-of-use ("ROU") assets and lease liabilities for lease arrangements with an initial term greater than twelve months.

Notes to Consolidated Financial Statements (Continued)

Adoption of ASU 2016-02 resulted in the following adjustments to the Consolidated Balance Sheet:

	December 31, 2018	ASU 2016-02 Adjustments	January 1, 2019
	(in thousands)		
Balance sheet line item:			
Property and equipment, net	\$ 606,977	\$ (227,709)	\$ 379,268
Operating lease right-of-use assets	\$ —	\$ 524,082	\$ 524,082
Other noncurrent assets	\$ 18,826	\$ (6,814)	\$ 12,012
Other liabilities	\$ 160,388	\$ (155,996)	\$ 4,392
Other current liabilities	\$ 127,995	\$ (9,624)	\$ 118,371
Lease financing obligations, net of current portion	\$ 183,056	\$ (183,056)	\$ —
Operating lease liabilities	\$ —	\$ 636,385	\$ 636,385
Accumulated deficit	\$ (1,082,689)	\$ 1,850	\$ (1,080,839)

The adoption of the standard did not have a notable impact on the Company's liquidity or a materially adverse impact on the Company's debt covenant compliance.

The Company determines if an arrangement is a lease at inception. Operating leases are included in operating lease right-of-use assets, other current liabilities, and operating lease liabilities on our Consolidated Balance Sheets. As of December 31, 2019, the Company has not entered into material financing lease arrangements.

Lease expense for minimum lease payments is recognized on a straight-line basis over the lease term. The Company's lease terms may include options to extend or terminate the lease when it is reasonably certain that management will exercise that option. The Company has lease arrangements with lease and non-lease components. For the Company's warehouse and fulfillment center lease arrangements, the Company accounts for lease and non-lease components separately. For all other lease arrangements, the Company accounts for lease and non-lease components as a single lease component.

Operating lease ROU assets and lease liabilities are recognized based on the present value of the future minimum lease payments over the lease term at commencement date. As most of the Company's leases do not provide an implicit rate, the Company uses its estimated incremental borrowing rate ("IBR") based on the information available at commencement date in determining the present value of future payments. The determination of the Company's IBR requires judgment. The IBR for each lease is primarily based on publicly-available information for companies within the same industry and with similar credit profiles. The rate is then adjusted for the impact of collateralization, the lease term, and other specific terms included in the Company's lease arrangements. The IBR was determined at lease commencement, or as of January 1, 2019 for operating leases existing upon adoption of ASC 842. The IBR is subsequently reassessed upon a modification to the lease arrangement. The operating lease ROU asset also includes any lease payments made prior to commencement date and excludes lease incentives and initial direct costs incurred. ROU assets are subsequently assessed for impairment in accordance with the Company's accounting policy for long-lived assets.

Foreign Currency Translation

The functional currency of the Company is the U.S. dollar, while the functional currency of certain wholly-owned subsidiaries outside of the U.S. is as follows:

Subsidiary	Currency
Wayfair Stores Limited	Euro
Wayfair GmbH	Euro
Wayfair (BVI) Ltd.	Euro
Wayfair (UK) Limited	Pound sterling
CastleGate Logistics Canada Inc.	Canadian dollar
CastleGate Logistics Hong Kong Limited	Hong Kong dollar

Notes to Consolidated Financial Statements (Continued)

The financial statements of the Company are translated to U.S. dollars using year-end exchange rates as to assets and liabilities and average exchange rates as to revenue and expenses. Capital accounts are translated at their historical exchange rates when the capital transaction occurred. The effects of foreign currency translation are included in other comprehensive loss in the Consolidated Statements of Comprehensive Loss. Transaction gains and losses are included in the Company's Consolidated Statements of Operations. Translation adjustments arising from the use of differing exchange rates from period to period are included in accumulated other comprehensive loss within total stockholders' equity (deficit).

Contingent Liabilities

The Company has certain contingent liabilities that arise in the ordinary course of business activities. The Company accrues for loss contingencies when losses become probable and are reasonably estimable. If the reasonable estimate of the loss is a range and no amount within the range is a better estimate, the minimum amount of the range is recorded as a liability. The Company does not accrue for contingent losses that, in its judgment, are considered to be reasonably possible, but not probable; however, it discloses the range of such reasonably possible losses.

Revenue Recognition

The Company primarily generated revenue through product sales on its family of sites and through (i) product sales on websites operated by third parties and (ii) fees earned for media solutions.

The Company recognizes net revenue on product sales through the Company's family of sites and third party operated websites using the gross method when the Company has concluded it controls the product before it is transferred to the customer. The Company controls products when it is the entity responsible for fulfilling the promise to the customer and takes responsibility for the acceptability of the goods, assumes inventory risk from shipment through the delivery date, has discretion in establishing prices, and selects the suppliers of products sold. The Company recognizes net revenue from sales of its products upon delivery to the customer. As the Company ships a large volume of packages through multiple carriers, actual delivery dates may not always be available and as such the Company estimates delivery dates based on historical data.

Net revenue from product sales includes shipping costs charged to the customer and is recorded net of taxes collected from customers, which are remitted to governmental authorities. Cash discounts and rebates earned by customers at the time of purchase are deducted from gross revenue in determining net revenue. Allowances for sales returns are estimated and recorded based on prior returns history, recent trends, and projections for returns on sales in the current period. Allowances for sales returns at December 31, 2019 and 2018, were \$38.0 million and \$35.7 million, respectively. Actual returns in subsequent periods have been consistent with estimated amounts.

The Company also earns revenue through third-party advertisers that pay based on the number of advertisement related clicks, actions, or impressions for advertisements placed on the Company's sites. Revenue earned under these arrangements is included in net revenue and is recognized in the period in which the click, action, or impression occurs.

Net revenue from contracts with customers is disaggregated by geographic region because this manner of disaggregation best depicts how the nature, amount, timing, and uncertainty of revenue and cash flows are affected by economic factors. Refer to Note 12, *Segment and Geographic Information*, for additional detail.

The Company has three types of contractual liabilities: (i) cash collections from its customers prior to delivery of products purchased, which are initially recorded in unearned revenue, and are recognized as net revenue when the products are delivered, (ii) unredeemed gift cards and site credits, which are initially recorded in unearned revenue, and are recognized in the period they are redeemed, and (iii) membership rewards redeemable for future purchases, which are earned by customers on purchases made with the Company's Wayfair branded, private label credit card, and are initially recorded in other current liabilities, and are recognized as net revenue when redeemed. The portion of gift cards and store credits not expected to be redeemed are recognized as net revenue based on historical redemption pattern which is substantially within twenty-four months from the date of issuance.

Contractual liabilities included in unearned revenue and other current liabilities in the Consolidated Balance Sheets were \$167.6 million and \$4.6 million at December 31, 2019 and \$148.1 million and \$3.1 million at December 31, 2018, respectively. During the year ended December 31, 2019, the Company recognized \$126.0 million and \$3.1 million of net revenue included in unearned revenue and other current liabilities, respectively, which was recorded as of December 31, 2018 in the Consolidated Balance Sheets.

The Company adopted ASU 2014-09 as of January 1, 2018 using a modified retrospective approach and recognized a \$4.7 million cumulative-effect adjustment to reduced accumulated deficit. The cumulative-effect adjustment to accumulated deficit was due to breakage of gift cards and site credits, to the extent there is no requirement for remitting balances to governmental

Notes to Consolidated Financial Statements (Continued)

agencies. Prior period balances were not retrospectively adjusted. The adoption of ASU 2014-09 did not have a material impact on the Company's Consolidated Balance Sheet and financial results for the year ended December 31, 2018.

Cost of Goods Sold

Cost of goods sold consist of:

Product Costs: The Company recognizes costs related to the purchase price of products sold, expenses capitalized into Wayfair inventory, which include direct and indirect labor costs, rent, and depreciation expenses, and inbound shipping and handling costs for Wayfair inventory.

Shipping and Fulfillment Costs: Shipping costs include outbound shipping costs. Fulfillment costs include costs incurred to operate and staff our fulfillment centers and provide other inbound supply chain services such as ocean freight and drayage. Costs to operate and staff the CastleGate and WDN networks include rent and depreciation expenses associated with various facilities, costs to receive, inspect, pick, package and prepare customer orders for delivery, and direct and indirect labor costs including payroll, payroll-related benefits, and equity-based compensation.

Vendor Rebates

The Company earns rebates on incentive programs with its suppliers. These rebates are earned upon shipment of goods. Amounts earned and due from suppliers under these rebate programs are included in other current assets on the Consolidated Balance Sheets and are reflected as a reduction of cost of goods sold on the Consolidated Statements of Operations. Vendor allowances earned reduce the carrying cost of inventory and are recognized in cost of goods sold when the related inventory is sold.

CastleGate

The Company earns fees from providing logistic services to its suppliers including order fulfillment, warehousing, and inbound supply chain services such as ocean freight and drayage. Fulfillment fees are earned upon completion of preparing customer orders for shipment, warehousing fees are earned upon completion of each storage date, and inbound supply chain services are earned on a straight line basis as the shipments move from origin to destination. CastleGate fees are reflected as a reduction of cost of goods sold.

Advertising Costs

Advertising consists of direct response performance marketing costs, such as display advertising, paid search advertising, social media advertising, search engine optimization, comparison shopping engine advertising, television advertising, direct mail, catalog and print advertising. Expenditures for advertising are expensed in the period that the advertising first takes place. Advertising expense amounted to \$1.1 billion, \$774.2 million, and \$550.0 million in the years ended December 31, 2019, 2018, and 2017, respectively. Included in prepaid expenses at December 31, 2019 and 2018 are approximately \$3.8 million and \$0.7 million, respectively, of prepaid advertising costs.

Merchant Processing Fees

Merchant processing fees totaling \$179.7 million, \$133.4 million, and \$88.7 million in the years ended December 31, 2019, 2018, and 2017, respectively, are included in customer service and merchant fees expense in the Consolidated Statements of Operations. These fees are charged by third parties that provide merchant processing services for customer payments made by credit cards and debit cards.

Equity-Based Compensation

The Company accounts for its equity-based compensation awards in accordance with ASC Topic 718, Compensation—Stock Compensation (ASC 718). ASC 718 requires all equity-based payments to employees to be recognized as expense in the statements of operations based on their grant date fair values. The Company has granted stock options, restricted shares and restricted stock units. The Company has primarily granted restricted stock units, and to a lesser extent, restricted stock. The Company granted only restricted stock units to employees in the years ended December 31, 2019, 2018, and 2017. Restricted stock values are determined based on the quoted market price of our Class A common stock on the date of grant. The Company accounts for equity awards to non-employees in accordance with FASB ASC Topic 505-50, Equity-Based Payments to Non-Employees, which requires the fair value of an award to non-employees be remeasured at fair value as the award vests.

Notes to Consolidated Financial Statements (Continued)

The Company adopted ASU No. 2018-07, Compensation – Stock Compensation (Topic 718), Improvements to Nonemployee Share-Based Payment Accounting (ASU 2018-07) on January 1, 2019. This ASU simplifies aspects of share-based compensation issued to non-employees by making the guidance consistent with the accounting for employee share-based compensation. The adoption of ASU 2018-07 did not have a material impact the Company's Consolidated Balance Sheets, Statements of Operations, Comprehensive Loss, Stockholders' Equity (Deficit) or Cash Flows.

The Company adopted ASU 2016-09 "Compensation - Stock Compensation" as of January 1, 2017 using a modified retrospective approach with the option to recognize gross stock compensation expense with actual forfeitures recognized as they occur, with a cumulative-effect adjustment to retained earnings recognized as of January 1, 2017 of \$8.7 million. The adoption of ASU 2016-09 also requires all income tax adjustments to be recorded in the Consolidated Statements of Operations.

Income Taxes

Income taxes are accounted for under the asset and liability method. Under the asset and liability method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases.

Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. The Company records valuation allowances to reduce deferred income tax assets to the amount that is more likely than not to be realized. At December 31, 2019, we maintain a full valuation allowance against our net worldwide deferred tax asset.

The Company determines whether it is more likely than not that a tax position will be sustained upon examination. If it is not more likely than not that a position will be sustained, no amount of benefit attributable to the position is recognized. The tax benefit to be recognized of any tax position that meets the more likely than not recognition threshold is calculated as the largest amount that is more than 50% likely of being realized upon resolution of the contingency.

We evaluate at the end of each reporting period whether some or all of the undistributed earnings of our foreign subsidiaries are permanently reinvested. Our position is based upon several factors including management's evaluation of the Company and its subsidiaries' financial requirements, the short- and long-term operational and fiscal objectives of the Company, and the tax consequences associated with the repatriation of earnings.

Hosting Arrangements

In August 2018, the FASB issued guidance related to a customer's accounting for implementation costs incurred in hosting arrangements. The guidance aligns the requirements for capitalizing implementation costs incurred in cloud computing arrangements with the requirements for capitalizing costs to develop or obtain internal-use software. This guidance is effective for interim and annual reporting periods beginning after December 15, 2019, and early adoption is permitted. This guidance may be applied either retrospectively or prospectively. The Company early adopted the guidance on a prospective basis as of January 1, 2019. The adoption of the guidance did not have a material impact on the Company's Consolidated Balance Sheets, Statements of Operations, Comprehensive Loss, Stockholders' Equity (Deficit) or Cash Flows.

Net Loss Per Share

The Company follows the two-class method when computing net loss per share for its two issued classes of common stock - Class A and Class B. Basic net loss per share is computed by dividing the net loss by the weighted average number of common stock outstanding for the period. For periods in which the Company has reported net losses, diluted net loss per share is the same as basic net loss per share, since dilutive common stock are not assumed to have been issued if their effect is anti-dilutive.

Subsequent Events

The Company considers events or transactions that have occurred after the balance sheet date of December 31, 2019, but prior to the filing of the financial statements with the U.S. Securities and Exchange Commission, to provide additional evidence relative to certain estimates or to identify matters that require additional recognition or disclosure. Subsequent events have been evaluated through the filing of these financial statements.

Notes to Consolidated Financial Statements (Continued)

Recent Accounting Pronouncements

Credit Impairment

In June 2016, the FASB issued ASU No. 2016-13, Financial Instruments – Credit Losses (Topic 326), Measurement of Credit Losses on Financial Instruments (ASU 2016-13). This ASU revises how entities account for credit losses for most financial assets and certain other instruments that are not measured at fair value through net income. The Company will adopt the new standard as of January 1, 2020 on a prospective basis. We do not believe the adoption of ASU 2016-13 will have a material impact on the Company's Consolidated Balance Sheets, Statements of Operations, Comprehensive Loss, Stockholders' Equity (Deficit) or Cash Flows.

3. Marketable Securities and Fair Value Measurements

Marketable Securities

As of December 31, 2019 and 2018, all of the Company's marketable securities were classified as available-for-sale and their estimated fair values were \$559.9 million and \$120.8 million, respectively. The Company periodically reviews its available-for-sale securities for other-than-temporary impairment. The Company considers factors such as the duration, severity and the reason for the decline in value, the potential recovery period, and its intent to sell. As of December 31, 2019 and 2018, the Company's available-for-sale securities primarily consisted of corporate bonds and other government obligations that are priced at fair value. During the years ended December 31, 2019, 2018, and 2017, the Company did not recognize any other-than-temporary impairment loss. The maturities of the Company's long-term marketable securities generally range from one to two years. The cost basis of a marketable security sold is determined by the Company using the specific identification method. During the years ended December 31, 2019, 2018, and 2017, the Company did not have any realized gains or losses.

The following tables present details of the Company's marketable securities as of December 31, 2019 and 2018:

	December 31, 2019			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
	(in thousands)			
Short-term:				
Investment securities	\$ 404,294	\$ 20	\$ (62)	\$ 404,252
Long-term:				
Investment securities	155,616	92	(18)	155,690
Total	\$ 559,910	\$ 112	\$ (80)	\$ 559,942

	December 31, 2018		
	Amortized Cost	Gross Unrealized Losses	Estimated Fair Value
	(in thousands)		
Short-term:			
Investment securities	\$ 114,402	\$ (124)	\$ 114,278
Long-term:			
Investment securities	6,603	(77)	6,526
Total	\$ 121,005	\$ (201)	\$ 120,804

Fair Value Measurements

The Company's financial assets and liabilities are measured at fair value, which is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price). The three levels of inputs used to measure fair value are as follows:

- Level 1—Unadjusted quoted prices in active markets for identical assets or liabilities

Notes to Consolidated Financial Statements (Continued)

- Level 2—Unadjusted quoted prices in active markets for similar assets or liabilities, unadjusted quoted prices for identical or similar assets or liabilities in markets that are not active, or inputs other than quoted prices that are observable or can be corroborated by observable market data for substantially the full-term of the asset or liability
- Level 3—Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the asset or liability

This hierarchy requires the Company to use observable market data, when available, and to minimize the use of unobservable inputs when determining fair value. The Company measures its cash equivalents and short- and long-term investments at fair value. The Company classifies its cash equivalents and certificate of deposits within Level 1 because the Company values these investments using quoted market prices. The fair value of the Company's Level 1 financial assets is based on quoted market prices of the identical underlying security. The Company classifies short- and long-term investments within Level 2 because unadjusted quoted prices for identical or similar assets in markets are not active. The Company does not have any assets or liabilities classified as Level 3 financial assets.

The following tables set forth the fair value of the Company's financial assets measured at fair value on a recurring basis as of December 31, 2019 and 2018 based on the three-tier value hierarchy described in Note 2, *Summary of Significant Accounting Policies*:

	December 31, 2019			
	Level 1	Level 2	Level 3	Total
(in thousands)				
Cash and cash equivalents:				
Cash	\$ 308,521	\$ —	\$ —	\$ 308,521
Cash equivalents	274,232	—	—	274,232
Total cash and cash equivalents	582,753	—	—	582,753
Short-term investments:				
Investment securities	—	404,252	—	404,252
Other non-current assets:				
Certificate of deposit	5,076	—	—	5,076
Long-term:				
Investment securities	—	155,690	—	155,690
Total	<u>\$ 587,829</u>	<u>\$ 559,942</u>	<u>\$ —</u>	<u>\$ 1,147,771</u>

	December 31, 2018			
	Level 1	Level 2	Level 3	Total
(in thousands)				
Cash and cash equivalents:				
Cash	\$ 134,375	\$ —	\$ —	\$ 134,375
Cash equivalents	715,086	—	—	715,086
Total cash and cash equivalents	849,461	—	—	849,461
Short-term investments:				
Investment securities	—	114,278	—	114,278
Other non-current assets				
Certificate of deposit	5,000	—	—	5,000
Long-term:				
Investment securities	—	6,526	—	6,526
Total	<u>\$ 854,461</u>	<u>\$ 120,804</u>	<u>\$ —</u>	<u>\$ 975,265</u>

Notes to Consolidated Financial Statements (Continued)

4. Intangible Assets and Goodwill

As of December 31, 2019 and 2018, the Company had \$18.4 million and \$0.5 million of intangible assets, respectively. Amortization expense related to intangible assets was \$0.8 million, \$0.9 million, and \$1.1 million for the years ended December 31, 2019, 2018, and 2017, respectively.

Goodwill was \$0.4 million and \$2.1 million for the years ended December 31, 2019 and 2018, respectively.

5. Property and Equipment, net

The following table summarizes property and equipment, net as of December 31, 2019 and 2018:

	December 31,	
	2019	2018
	(in thousands)	
Furniture and computer equipment	\$ 509,120	\$ 339,761
Site and software development costs	297,252	172,653
Leasehold improvements	228,514	109,929
Construction in progress	45,503	90,104
Buildings (leased - Note 6)	—	184,694
	1,080,389	897,141
Less accumulated depreciation and amortization	(455,845)	(290,164)
Property and equipment, net	\$ 624,544	\$ 606,977

Property and equipment depreciation and amortization expense was \$191.6 million, \$122.6 million, and \$85.9 million for the years ended December 31, 2019, 2018 and 2017, respectively.

6. Leases

After Adoption of ASU 2016-02

The Company has lease arrangements for warehouse, fulfillment center, office, and data center spaces. These leases expire at various dates through 2035. Operating lease expense was \$122.0 million, \$66.7 million and \$48.4 million in the twelve months ended December 31, 2019, 2018 and 2017, respectively.

The following table presents other information related to leases:

	Year Ended December 31, 2019
	(in thousands)
Supplemental cash flows information:	
Cash payments included in operating cash flows from lease arrangements	\$ 109,163
Right-of-use assets obtained in exchange for lease obligations	\$ 301,053
	December 31, 2019
Additional lease information:	
Weighted average remaining lease term	10 years
Weighted average discount rate	6.7%

Notes to Consolidated Financial Statements (Continued)

Future minimum lease payments under non-cancellable leases as of December 31, 2019 were as follows:

	Amount (in thousands)
2020	\$ 143,398
2021	150,025
2022	141,866
2023	137,276
2024	134,724
Thereafter	526,671
Total future minimum lease payments	1,233,960
Less: Imputed interest	(320,254)
Total	<u>\$ 913,706</u>

The following table presents total operating leases:

	December 31, 2019 (in thousands)
Balance sheet line item:	
Other current liabilities	91,104
Operating lease liabilities	822,602
Total operating leases	<u>\$ 913,706</u>

As of December 31, 2019, the Company has entered into \$342.3 million of additional operating leases, primarily related to build-to-suit warehouse leases that have not yet commenced. As the Company does not control the underlying assets during the construction period, the Company is not considered the owner of the construction projects for accounting purposes. These operating leases will commence between 2020 and 2021 with lease terms of 5 to 15 years.

Before Adoption of ASU 2016-02

The Company established assets and liabilities for the estimated construction costs incurred under lease arrangements where the Company is considered the owner for accounting purposes only to the extent the Company is involved in the construction of structural improvements or takes construction risk prior to commencement of a lease. These are referred to as "build-to-suit leases". Upon occupancy of facilities under build-to-suit leases, the Company assesses whether these arrangements qualify for sales recognition under the sale-leaseback accounting guidance. If the Company continues to be the deemed owner, the facilities are accounted for as financing leases.

In the year ended December 31, 2018, the construction efforts related to three warehouse lease arrangements were completed. In the first warehouse lease arrangement, the Company concluded it had a letter of credit of \$2.5 million and as a result the Company did not meet the sale-leaseback criteria for derecognition of the building assets and liabilities. In both the second and third warehouse lease arrangements, the Company provided non-recourse financing to the lessor and as a result the Company did not meet the sale-leaseback criteria for derecognition of the building assets and liabilities.

Accordingly, these leases were accounted for as financing leases and \$101.0 million was recorded in lease financing obligations, net of current portion and property and equipment, net, respectively, in the Company's Consolidated Balance Sheets as of December 31, 2018.

Notes to Consolidated Financial Statements (Continued)

7. Prepaid Expenses and Other Current Assets, Accrued Expenses, Other Current Liabilities, and Other Liabilities

The following table presents the components of selected balance sheet items as of December 31, 2019 and 2018:

	December 31,	
	2019	2018
	(in thousands)	
Prepaid expenses and other current assets:		
Deferred costs in transit	\$ 104,947	\$ 83,652
Prepaid assets	46,177	31,003
Supplier receivable	28,245	31,842
Supplier credits receivable	20,083	17,667
Other current assets	29,269	31,266
Total prepaid expenses and other current assets	<u>\$ 228,721</u>	<u>\$ 195,430</u>

	December 31,	
	2019	2018
	(in thousands)	
Accrued expenses:		
Employee compensation and related benefits	\$ 141,922	\$ 91,914
Advertising	71,597	67,259
Credit card	13,943	16,740
Accrued property, plant and equipment	18,348	13,955
Audit, legal and professional fees	4,018	1,703
Other accrued expenses	49,090	21,426
Total accrued expenses	<u>\$ 298,918</u>	<u>\$ 212,997</u>

	December 31,	
	2019	2018
	(in thousands)	
Other current liabilities:		
Short term lease liability (1)	\$ 91,104	\$ —
Sales tax payable	62,173	49,989
Sales return reserve	38,042	35,707
Other current liabilities	45,544	42,299
Total current other liabilities	<u>\$ 236,863</u>	<u>\$ 127,995</u>

Notes to Consolidated Financial Statements (Continued)

	December 31,	
	2019	2018
	(in thousands)	
Other liabilities:		
Construction costs under build-to-suit leases (1)	\$ —	\$ 60,089
Deferred rent (1)	—	99,746
Other liabilities	6,940	553
Total other liabilities	\$ 6,940	\$ 160,388

(1) On January 1, 2019 the Company adopted ASU 2016-02. Refer to Note 2, *Summary of Significant Accounting Policies* for adjustments recorded.

8. Commitments and Contingencies

Letters of Credit

The Company has issued letters of credit, primarily as security for certain lease agreements, for approximately \$46.7 million and \$26.8 million as of December 31, 2019 and 2018, respectively.

Purchase Obligations

The Company has entered into purchase obligations which represent enforceable and legally binding software license commitments. Contracts that are able to be canceled, both in full or in part, are not included in the table below as they do not represent a legally binding arrangement.

The following table summarizes our purchase obligations as of December 31, 2019:

	Payments Due During Year Ended December 31,						Total
	2020	2021	2022	2023	2024	Thereafter	
	(in thousands)						
Purchase Obligations	\$ 21,206	\$ 25,759	\$ 15,653	\$ 2,047	\$ 1,195	\$ —	\$ 65,860

Collection of Sales or Other Similar Taxes

The Company has historically collected and remitted sales tax based on the locations of its physical operations. On June 21, 2018, the U.S. Supreme Court rendered a 5-4 majority decision in *South Dakota v. Wayfair Inc.*, 17-494. Among other things, the Court held that a state may require an out-of-state seller with no physical presence in the state to collect and remit sales taxes on goods the seller ships to consumers in the state, overturning existing court precedent. Several states and other taxing jurisdictions have presented, or indicated that they may present, the Company with sales tax assessments. The aggregate assessments received as of December 31, 2019 are not material to the Company's business and the Company does not expect the Court's decision to have a significant impact on its business.

Legal Matters

On January 10, 2019 and January 16, 2019, putative securities class action complaints were filed against the Company and three of its officers in the U.S. District Court for the District of Massachusetts. The two complaints allege violations of Sections 10(b) and 20(a) of the Securities Exchange Act of 1934, as amended, relating to certain prior disclosures of the Company. Each plaintiff seeks to represent a class of shareholders who purchased or acquired stock of the Company between August 2, 2018 and October 31, 2018 and seeks damages and other relief based on allegations that the defendants' conduct affected the value of such stock. The Company intends to defend these lawsuits vigorously. On August 30, 2019, the Company filed a motion to dismiss the complaint with prejudice. At this time, based on available information regarding this litigation, the Company is unable to reasonably assess the ultimate outcome of these cases or determine an estimate, or a range of estimates, of potential losses.

From time to time the Company is involved in claims that arise during the ordinary course of business. Although the results of litigation and claims cannot be predicted with certainty, the Company does not currently believe that the outcome of any of these other legal matters will have a material adverse effect on the Company's results of operation or financial condition. Regardless of the outcome, litigation can be costly and time consuming, as it can divert management's attention from important

Notes to Consolidated Financial Statements (Continued)

business matters and initiatives, negatively impacting the Company's overall operations. In addition, the Company may also find itself at greater risk to outside party claims as it increases its operations in jurisdictions where the laws with respect to the potential liability of online retailers are uncertain, unfavorable, or unclear.

9. Employee Benefit Plans

The Company has a defined-contribution, incentive savings plan pursuant to Section 401(k) of the Internal Revenue Code. The plan covers all full-time employees who have reached the age of 21 years. Employees may elect to defer compensation up to a dollar limit (as allowable by the Internal Revenue Code), of which up to 4% of an employee's salary will be matched by the Company. The amounts deferred by the employee and the matching amounts contributed by the Company both vest immediately. The amount expensed under the plan totaled approximately \$27.9 million, \$18.2 million, and \$9.0 million in the years ended December 31, 2019, 2018 and 2017, respectively.

10. Equity-Based Compensation

The board of directors of the Company (the "Board") adopted the 2014 Incentive Award Plan ("2014 Plan") to grant cash and equity incentive awards to eligible participants in order to attract, motivate and retain talent. The 2014 Plan is administered by the Board with respect to awards to non-employee directors and by the compensation committee of the Board with respect to other participants and provides for the issuance of stock options, SARs, restricted stock, restricted stock units ("RSUs"), performance shares, stock payments, cash payments, dividend awards and other incentives. Prior to the adoption of the 2014 Plan, Wayfair LLC issued certain equity awards pursuant to the Wayfair LLC Amended and Restated Common Unit Plan (the "2010 Plan"), which was administered by the board of directors of Wayfair LLC. Awards issued under the 2010 Plan that remain outstanding currently represent Class A or Class B common stock of the Company.

8,603,066 shares of Class A common stock were initially available for issuance under awards granted pursuant to the 2014 Plan. The 2014 Plan also contains an evergreen provision whereby the shares available for future grant are increased on the first day of each calendar year beginning January 1, 2016 and ending on and including January 1, 2024. As of January 1, 2020, 5,111,305 shares of Class A common stock were available for future grant under the 2014 Plan. Shares or RSUs forfeited, withheld for minimum statutory tax obligations, and unexercised stock option lapses from the 2010 and 2014 Plans are available for future grant under the 2014 Plan.

The following table presents activity relating to stock options for the year ended December 31, 2019:

	Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (Years)
Outstanding at December 31, 2018	79,802	\$ 3.05	2.5
Options exercised	(35,996)	\$ 3.11	
Options expired	(200)	\$ 3.42	
Outstanding and exercisable at December 31, 2019	<u>43,606</u>	<u>\$ 3.00</u>	<u>1.5</u>

Intrinsic value of stock options exercised was \$4.8 million and \$4.3 million for the years ended December 31, 2019 and 2018, respectively. Aggregate intrinsic value of stock options outstanding and currently exercisable is \$3.8 million as of December 31, 2019. All stock options were fully vested at December 31, 2019.

The following table presents activity relating to restricted common stock for the year ended December 31, 2019:

	Shares	Weighted-Average Grant Date Fair Value
Unvested at December 31, 2018	20,000	\$ 44.34
Restricted stock vested	(20,000)	\$ 44.34
Unvested as of December 31, 2019	<u>—</u>	<u>\$ —</u>

The intrinsic value of restricted common stock vested was \$1.8 million for the years ended December 31, 2019 and 2018, respectively.

Notes to Consolidated Financial Statements (Continued)

The following table presents activity relating to RSUs for the year ended December 31, 2019:

	Shares	Weighted-Average Grant Date Fair Value
Unvested at December 31, 2018	7,970,959	\$ 72.43
RSUs granted	4,420,948	\$ 120.29
RSUs vested	(2,835,165)	\$ 74.47
RSUs forfeited/canceled	(1,444,006)	\$ 84.51
Outstanding as of December 31, 2019	<u>8,112,736</u>	<u>\$ 95.69</u>

The intrinsic value of RSUs vested was \$358.6 million and \$262.4 million for the years ended December 31, 2019 and 2018, respectively. Aggregate intrinsic value of RSUs unvested is \$733.1 million as of December 31, 2019. Unrecognized equity-based compensation expense related to RSUs expected to vest over time is \$705.5 million with a weighted average remaining vesting term of 1.4 years as of December 31, 2019.

11. Stockholders' Equity (Deficit)

Preferred Stock

The Company authorized 10,000,000 shares of undesignated preferred stock, \$0.001 par value per share, for future issuance. As of December 31, 2019, the Company had no shares of undesignated preferred stock issued or outstanding.

Common Stock

The Company authorized 500,000,000 shares of Class A common stock, \$0.001 par value per share, and 164,000,000 shares of Class B common stock, \$0.001 par value per share, of which 66,642,611 and 62,329,701 shares of Class A common stock and 26,957,815 and 28,417,882 shares of Class B common stock were outstanding as of December 31, 2019 and 2018, respectively. The rights of the holders of Class A common stock and Class B common stock are identical, except with respect to voting and conversion rights. Each share of Class A common stock is entitled to one vote per share and each share of Class B common stock is entitled to ten votes per share. Each share of Class B common stock may be converted into one share of Class A common stock at the option of its holder and will be automatically converted into one share of Class A common stock upon transfer thereof, subject to certain exceptions. In addition, upon the date on which the outstanding shares of Class B common stock represent less than 10% of the aggregate number of shares of the then outstanding Class A common stock and Class B common stock, or in the event of the affirmative vote or written consent of holders of at least 66 2/3% of the outstanding shares of Class B common stock, all outstanding shares of Class B common stock shall convert automatically into Class A common stock. Subject to preferences that may apply to any shares of preferred stock outstanding at the time, the holders of common stock are entitled to receive dividends out of funds legally available if the Board, in its discretion, determines to issue dividends and then only at the times and in the amounts that the Board may determine. Since the Company's initial public offering through December 31, 2019, 55,081,618 shares of Class B common stock were converted to Class A common stock.

12. Segment and Geographic Information

Operating segments are defined as components of an enterprise for which separate financial information is available that is evaluated on a regular basis by the Chief Operating Decision Maker ("CODM") in deciding how to allocate resources to an individual segment and in assessing performance. The Company's CODM is its Chief Executive Officer.

The Company's operating and reportable segments are the U.S. and International. These segments reflect the way the CODM allocates resources and evaluates financial performance, which is based upon each segment's Adjusted EBITDA. Adjusted EBITDA is defined as loss before depreciation and amortization, equity-based compensation and related taxes, interest (expense), net, other (income) expense, net, provision for income taxes, net, non-recurring items, and other items not indicative of our ongoing operating performance. These charges are excluded from evaluation of segment performance because it facilitates reportable segment performance comparisons on a period-to-period basis as these costs may vary independent of business performance. The accounting policies of the segments are the same as those described in Note 2, *Summary of Significant Accounting Policies*.

The Company allocates certain operating expenses to the operating and reportable segments, including customer service and merchant fees and selling, operations, technology, general and administrative based on the usage and relative contribution

Notes to Consolidated Financial Statements (Continued)

provided to the segments. It excludes from the allocations certain operating expense lines, including depreciation and amortization, equity-based compensation and related taxes, interest (expense), net, other (income) expense, net, and provision for income taxes, net. There are no revenue transactions between the Company's reportable segments.

U.S.

The U.S. segment primarily consists of amounts earned through product sales through the Company's family of sites in the U.S. and through websites operated by third parties in the U.S. The U.S. net revenue for the years ended December 31, 2018 and 2017 include \$61.1 million and \$77.7 million, respectively, of net revenue previously classified as other net revenue.

International

The International segment primarily consists of amounts earned through product sales through the Company's international sites.

Net revenue from external customers for each group of similar products and services are not reported to the CODM. Separate identification of this information for purposes of segment disclosure is impractical, as it is not readily available and the cost to develop it would be excessive. No individual country outside of the U.S. provided greater than 10% of consolidated net revenue.

The following tables present net revenues and Adjusted EBITDA attributable to the Company's reportable segments for the periods presented:

	Year Ended December 31,		
	2019	2018	2017
	(in thousands)		
U.S. net revenue	\$ 7,764,831	\$ 5,813,070	\$ 4,153,057
International net revenue	1,362,226	966,104	567,838
Total net revenue	<u>\$ 9,127,057</u>	<u>\$ 6,779,174</u>	<u>\$ 4,720,895</u>

	Year Ended December 31,		
	2019	2018	2017
	(in thousands)		
Adjusted EBITDA:			
U.S.	\$ (179,010)	\$ (19,049)	\$ 35,888
International	(317,534)	(195,937)	(102,921)
Total reportable segments Adjusted EBITDA	(496,544)	(214,986)	(67,033)
Less: reconciling items (1)	(488,040)	(289,094)	(177,581)
Net loss	<u>\$ (984,584)</u>	<u>\$ (504,080)</u>	<u>\$ (244,614)</u>

(1) The following adjustments are made to reconcile total reportable segments Adjusted EBITDA to consolidated net loss:

	Year Ended December 31,		
	2019	2018	2017
	(in thousands)		
Depreciation and amortization (1)	\$ 192,419	\$ 123,542	\$ 87,020
Equity-based compensation and related taxes	240,978	136,415	72,626
Interest (expense), net	54,514	28,560	9,433
Other (income) expense, net	(2,881)	204	(758)
Provision for income taxes, net	3,010	2,037	486
Other (1)	—	(1,664)	8,774
Total reconciling items	<u>\$ 488,040</u>	<u>\$ 289,094</u>	<u>\$ 177,581</u>

(1) The Company recorded \$9.6 million of one-time charges in the year ended December 31, 2017 in selling, operations, technology, general and administrative in the Consolidated Statements of Operations related to a warehouse the Company

Notes to Consolidated Financial Statements (Continued)

vacated in July 2017. Of the \$9.6 million charges, \$8.8 million was included in other and related primarily to the excess of the Company's estimated future remaining lease commitments through 2023 over its expected sublease income over the same period, and \$0.8 million was included in depreciation and amortization related to accelerated depreciation of leasehold improvements in the warehouse. In the year ended December 31, 2018, the Company terminated the lease and recognized in Other a \$1.7 million one-time gain related to the difference in the expected future net lease commitments and the actual costs incurred to terminate the lease. The gain was recognized in selling, operations, technology, general and administrative in the Consolidated Statements of Operations.

The following table presents long-lived assets attributable to the Company's reportable segments reconciled to the amounts:

	Year Ended December 31,	
	2019	2018
	(in thousands)	
Geographic long-lived assets:		
U.S.	\$ 731,963	\$ 470,260
International	144,803	31,303
Total reportable segment long-lived assets	876,766	501,563
Plus: reconciling corporate long-lived assets	511,178	105,414
Total long-lived assets	<u>\$ 1,387,944</u>	<u>\$ 606,977</u>

U.S. and International long-lived assets consist of property and equipment, net and operating lease right-of-use assets. Corporate long-lived assets consist of property and equipment, net and operating lease right-of-use assets at our corporate facilities.

The following table presents total assets attributable to the Company's reportable segments reconciled to consolidated amounts:

	Year Ended December 31,	
	2019	2018
	(in thousands)	
Assets by segment:		
U.S.	\$ 1,076,733	\$ 738,600
International	190,167	55,159
Total reportable segment assets	1,266,900	793,759
Plus: reconciling corporate assets	1,686,148	1,097,091
Total assets	<u>\$ 2,953,048</u>	<u>\$ 1,890,850</u>

U.S. and International segment assets consist primarily of accounts receivable, inventories, prepaid expenses and other current assets, property and equipment, net and operating lease right-of-use assets. Corporate assets include cash and cash equivalents, short- and long-term investments, long-lived assets at our corporate facilities, goodwill and intangible assets, net, capitalized internal-use software and website development costs and other noncurrent assets.

13. Income Taxes

The components of the provision for income taxes, net for the years ended December 31, 2019, 2018 and 2017 is presented below:

Year ended December 31, 2019	Current	Deferred	Total
	(in thousands)		
Federal	\$ —	\$ —	\$ —
State	874	—	874
Foreign	2,136	—	2,136
	<u>\$ 3,010</u>	<u>\$ —</u>	<u>\$ 3,010</u>

Notes to Consolidated Financial Statements (Continued)

Year ended December 31, 2018	Current	Deferred	Total
	(in thousands)		
Federal	\$ —	\$ (86)	\$ (86)
State	744	(24)	720
Foreign	78	1,325	1,403
	<u>\$ 822</u>	<u>\$ 1,215</u>	<u>\$ 2,037</u>

Year ended December 31, 2017	Current	Deferred	Total
	(in thousands)		
Federal	\$ —	\$ (31)	\$ (31)
State	540	8	548
Foreign	942	(973)	(31)
	<u>\$ 1,482</u>	<u>\$ (996)</u>	<u>\$ 486</u>

The actual provision for income taxes, net differs from the expected provision for income taxes computed at the U.S. Federal statutory tax rate of 21% due to the following:

	Year Ended December 31,		
	2019	2018	2017
	(in thousands)		
Provision for income taxes at the federal statutory rate	\$ (206,131)	\$ (105,429)	\$ (85,445)
State income tax expense, net of federal benefit	(40,136)	(22,584)	(11,432)
Foreign tax rate differential	24,346	14,976	23,179
Non-deductible equity-based compensation expense	6,604	3,267	1,080
Windfall benefits from equity-based compensation	(28,915)	(29,003)	(24,168)
Change in valuation allowance	236,863	119,370	24,209
Change in tax rate	(2,293)	197	71,919
Limitation on officer's compensation	6,509	5,283	—
Debt integration termination	—	9,236	—
Other	6,163	6,724	1,144
Provision for income taxes, net	<u>\$ 3,010</u>	<u>\$ 2,037</u>	<u>\$ 486</u>

We recorded a provision for income taxes, net of \$3.0 million, representing an effective tax rate of almost zero. The effective tax rate differs from the U.S. Federal statutory rate of 21% primarily as a result of the valuation allowance maintained against our worldwide net deferred tax asset.

The components of loss before income taxes determined by tax jurisdiction, are as follows:

	Year Ended December 31,		
	2019	2018	2017
	(in thousands)		
U.S.	\$ (699,347)	\$ (327,356)	\$ (143,800)
Foreign	(282,227)	(174,687)	(100,328)
Total	<u>\$ (981,574)</u>	<u>\$ (502,043)</u>	<u>\$ (244,128)</u>

Notes to Consolidated Financial Statements (Continued)

The tax effects of temporary differences that give rise to significant portions of deferred tax assets and liabilities for the periods presented are as follows:

	December 31,	
	2019	2018
	(in thousands)	
Deferred tax assets:		
Accounts receivable	\$ 5,909	\$ 2,400
Inventories	871	495
Net operating loss carry-forwards	470,199	262,481
Equity-based compensation expense	14,929	9,733
Intangibles	10,675	12,526
Accrued payroll	21,395	13,900
Accrued expenses and reserves	14,539	12,339
Charitable contributions	872	657
Leases	239,259	90,868
Gross deferred tax assets	778,648	405,399
Less: Valuation allowance	(412,898)	(247,454)
Net deferred tax assets	<u>\$ 365,750</u>	<u>\$ 157,945</u>
Deferred tax liabilities:		
Prepaid expenses	\$ (5,930)	\$ (3,030)
Capitalized technology	(27,354)	(15,427)
Property and equipment	(14,191)	(73,189)
Operating lease right-of-use asset	(197,680)	—
Goodwill	(40)	(133)
Convertible debt	(120,447)	(66,166)
Other	(108)	—
Total deferred tax liabilities	<u>(365,750)</u>	<u>(157,945)</u>
Net deferred tax assets (liabilities)	<u>—</u>	<u>—</u>
Non-current net deferred tax assets (liabilities)	<u>\$ —</u>	<u>\$ —</u>

The valuation allowance increased by \$165.4 million during 2019. The increase in the valuation allowance is primarily the result of establishing a valuation allowance primarily against the current year operating losses of our U.S. and Irish entities, partially offset by a decrease in valuation allowance through equity as a result of the deferred tax liability recorded related to the Company's convertible debt issuance.

In determining the need for a valuation allowance, the Company has given consideration to the cumulative book income and loss positions of each of its entities as well as its worldwide cumulative loss position. The Company has assessed, on a jurisdictional basis, the available means of recovering deferred tax assets, including the ability to carry-back net operating losses, the existence of reversing temporary differences, the availability of tax planning strategies and available sources of future taxable income. At December 31, 2019, we maintain a full valuation allowance against our worldwide net deferred tax assets.

As of December 31, 2019, the Company had federal net operating loss carryforwards available to offset future federal taxable income of \$1.4 billion.

In addition, the Company had state net operating loss carryforwards available in the amount of \$1.3 billion which are available to offset future state taxable income.

Of the federal net operating loss carryforwards, \$427.4 million begin to expire in the year ending December 31, 2034. The remaining \$1.0 billion of federal net operating loss carryforwards do not expire. The state net operating loss carryforwards begin to expire in the year ending December 31, 2022.

Notes to Consolidated Financial Statements (Continued)

The Company's ability to utilize these federal and state net operating loss carry-forwards may be limited in the future if the Company experiences an ownership change pursuant to Internal Revenue Code Section 382. An ownership change occurs when the ownership percentages of 5% or greater stockholders change by more than 50% over a three-year period.

The Company also had foreign net operating loss carry-forwards available to offset future foreign income of \$686.9 million. The Canadian net operating loss of \$11.8 million will begin to expire in the year ending December 31, 2038. The remaining foreign net operating loss carryforwards do not expire.

As of December 31, 2019, the Company has not provided for U.S. deferred income taxes on undistributed earnings of its foreign subsidiaries of approximately \$7.3 million since these earnings are deemed to be indefinitely reinvested. Upon distribution of those earnings in the form of dividends or otherwise, the Company could be subject to income taxes as well as withholding taxes. The amount of taxes attributable to the undistributed earnings is immaterial.

The Company establishes reserves for uncertain tax positions based on management's assessment of exposures associated with tax deductions, permanent tax differences and tax credits. The tax reserves are analyzed periodically and adjustments are made as events occur to warrant adjustment to the reserve. The Company's policy is to recognize interest and penalties related to unrecognized tax benefits as a component of the provision for income taxes, net. Reserves for uncertain tax positions as of December 31, 2019 and 2018 are not material and would not impact the effective tax rate if recognized as a result of the valuation allowance maintained against our net deferred tax assets.

The Company's policy is to recognize interest and penalties related to unrecognized tax benefits as a component of income tax expense. Related to the unrecognized tax benefits noted above, the Company did not accrue any penalties and interest during 2019, 2018, and 2017, respectively.

The Company's tax jurisdictions include the U.S., the UK, Germany, Ireland, Canada, Hong Kong and the British Virgin Islands. The statute of limitations with respect to the Company's U.S. federal income taxes has expired for years prior to 2016. The relevant state U.S. statutes vary and years prior to 2015 are generally closed. The statute of limitations with respect to the Company's foreign income taxes varies, but has expired for years prior to 2015. However, preceding years remain open to examination by U.S. federal and state and foreign taxing authorities to the extent of future utilization of net operating losses generated in each preceding year.

14. Credit Agreement

On February 21, 2019 (the "Closing Date"), the Company, as guarantor, and Wayfair LLC, a wholly-owned subsidiary of the Company, as borrower (the "Borrower") entered into an Amended and Restated Credit Agreement (the "Amended Credit Agreement") with Citibank, in its capacity as administrative agent, swing line lender and letter of credit issuer, and certain other lenders party thereto. The Amended Credit Agreement replaced the Company's existing credit facility with Citibank. The Amended Credit Agreement consists of:

- A secured revolving credit facility under which the Borrower may borrow up to \$165 million, subject to certain sublimits, with a final maturity date of February 21, 2022 (the "Revolver").
- The Borrower also has the right, subject to certain customary conditions, to increase the Revolver by \$50 million.
- The Revolver has the following sublimits:
 - a \$100 million letter of credit sublimit; and
 - a \$15 million swing line sublimit.

The Borrower's obligations under the Amended Credit Agreement are guaranteed by the Company and certain of its subsidiaries (together, the "Guarantors"). The obligations of the Borrower and the Guarantors are secured by first-priority liens on substantially all of the assets of the Borrower and the Guarantors, including, with certain exceptions, all of the capital stock of the Company's domestic subsidiaries and 65% of the capital stock of the Company's first-tier foreign subsidiaries.

The proceeds of the Revolver may be used to finance working capital, to refinance certain existing indebtedness and to provide funds for permitted acquisitions, repurchases of equity interests and other general corporate purposes.

Borrowings under the Revolver will bear interest through maturity at a variable rate based upon, at the Borrower's option, either the Eurodollar rate or the base rate (which is the highest of (x) Citibank's prime rate, (y) one-half of 1.00% in excess of the

Notes to Consolidated Financial Statements (Continued)

federal funds effective rate, and (z) 1.00% in excess of the one-month Eurodollar rate), plus, in each case an applicable margin. As of the Closing Date, the applicable margin for Eurodollar rate loans was 1.75% per annum and the applicable margin for base rate loans was 0.75% per annum. The applicable margin is subject to specified changes depending on the Liquidity (as defined in the Amended Credit Agreement) of the Company.

Any amounts outstanding under the Revolver are due at maturity. In addition, subject to the terms and conditions set forth in the Amended Credit Agreement, the Borrower is required to make certain mandatory prepayments prior to maturity.

The Amended Credit Agreement contains affirmative and negative covenants customarily applicable to senior secured credit facilities, including covenants that, among other things, will limit or restrict the ability of the Borrower and the Guarantors, subject to negotiated exceptions, to incur additional indebtedness and additional liens on their assets, engage in mergers or acquisitions or dispose of assets, pay dividends or make other distributions, voluntarily prepay other indebtedness, enter into transactions with affiliated persons, make investments, and change the nature of their businesses. The Amended Credit Agreement also contains customary events of default, subject to thresholds and grace periods, including, among others, payment default, covenant default, cross default to other material indebtedness, and judgment default. In addition, the Amended Credit Agreement requires the Company to maintain certain levels of Free Cash Flow (as defined in the Amended Credit Agreement).

The Company did not borrow any amounts under the Amended Credit Agreement during the years ended December 31, 2019 and 2018.

15. Convertible Debt

On September 15, 2017, the Company issued \$431.25 million aggregate principal amount of 0.375% Convertible Senior Notes due 2022 (the "2017 Notes"), which includes the exercise in full of a \$56.25 million over-allotment option, to certain financial institutions as the initial purchasers of the 2017 Notes (the "2017 Initial Purchasers"). On September 11, 2017, in connection with the pricing of the 2017 Notes, the Company entered into privately negotiated capped call transactions (the "2017 Base Capped Call Transactions") with two of the 2017 Initial Purchasers and certain other financial institutions (the "2017 Option Counterparties") and, in connection with the exercise in full of the over-allotment option by the 2017 Initial Purchasers, on September 14, 2017, entered into additional capped call transactions (such additional capped call transactions, the "2017 Additional Capped Call Transactions" and, together with the 2017 Base Capped Call Transactions, the "2017 Capped Call Transactions") with the 2017 Option Counterparties. Collectively, the 2017 Capped Call Transactions covered, initially, the number of shares of the Company's Class A common stock underlying the 2017 Notes, subject to anti-dilution adjustments substantially similar to those applicable to the 2017 Notes.

On November 15, 2018, the Company amended and restated the 2017 Capped Call Transactions (the "Restated 2017 Capped Call Transactions") with each of the 2017 Option Counterparties in order to, among other things, provide that the options underlying the Restated 2017 Capped Call Transactions can, at the Company's option, remain outstanding until September 1, 2022, which is the maturity date for the 2017 Notes, even if all or a portion of the 2017 Notes are converted, repurchased or redeemed prior to such date.

In November 2018, the Company issued \$575.0 million aggregate principal amount of 1.125% Convertible Senior Notes due 2024 (the "2018 Notes"), which includes the exercise in full of a \$75.0 million option granted to the initial purchasers, to certain financial institutions as the initial purchasers of the 2018 Notes (the "2018 Initial Purchasers"). The issuance of \$500.0 million of 2018 Notes closed on November 19, 2018 and the additional \$75.0 million of additional 2018 Notes, which were issued pursuant to the exercise of the 2018 Initial Purchasers' option to purchase such additional 2018 Notes, closed on November 29, 2018. On November 14, 2018, in connection with the pricing of the 2018 Notes, the Company entered into privately negotiated capped call transactions (the "2018 Base Capped Call Transactions") with one of the 2018 Initial Purchasers and certain other financial institutions (the "2018 Option Counterparties") and, in connection with the exercise in full of the 2018 Initial Purchasers' option to purchase such additional 2018 Notes, on November 27, 2018, entered into additional capped call transactions (such additional capped call transactions, the "2018 Additional Capped Call Transactions" and, together with the 2018 Base Capped Call Transactions, the "2018 Capped Call Transactions") with the 2018 Option Counterparties. Collectively, the 2018 Capped Call Transactions cover, initially, the number of shares of the Company's Class A common stock underlying the 2018 Notes, subject to anti-dilution adjustments substantially similar to those applicable to the 2018 Notes.

On August 19, 2019, the Company issued \$948.75 million aggregate principal amount of 1.00% Convertible Senior Notes due 2026 (the "2019 Notes" and together with the 2017 Notes and 2018 Notes, the "Notes"), which includes the exercise in full of a \$123.75 million option granted to the initial purchasers, to certain financial institutions as the initial purchasers of the 2019

Notes to Consolidated Financial Statements (Continued)

Notes (the "2019 Initial Purchasers"). On August 14, 2019, in connection with the pricing of the 2019 Notes, the Company entered into privately negotiated capped call transactions (the "2019 Base Capped Call Transactions") with certain of the 2019 Initial Purchasers or their affiliates and another financial institution (the "2019 Option Counterparties") and, in connection with the exercise in full of the 2019 Initial Purchasers' option to purchase such additional 2019 Notes, on August 16, 2019, entered into additional capped call transactions (such additional capped call transactions, the "2019 Additional Capped Call Transactions" and, together with the 2019 Base Capped Call Transactions, the "2019 Capped Call Transactions") with the 2019 Option Counterparties. Collectively, the 2019 Capped Call Transactions cover, initially, the number of shares of the Company's Class A common stock underlying the 2019 Notes, subject to anti-dilution adjustments substantially similar to those applicable to the 2019 Notes.

The net proceeds from the sale of the 2017 Notes, 2018 Notes, and 2019 Notes were approximately \$420.4 million, \$562.0 million, and \$935.1 million, respectively, after deducting the initial purchasers' discounts and the offering expenses payable by the Company. The Company used approximately \$44.2 million, \$93.4 million and \$145.7 million, respectively, of the net proceeds from the 2017 Notes, 2018 Notes, and 2019 Notes to pay the cost of the 2017 Capped Call Transactions, the 2018 Capped Call Transactions, and the 2019 Capped Call Transactions, respectively. The Company intends to use the remainder of the net proceeds from the Notes for working capital and general corporate purposes. The Company may also use a portion of the net proceeds to finance acquisitions, strategic transactions, investments or the repayment, purchase or exchange of indebtedness (including its existing convertible notes).

The Notes are general unsecured obligations of the Company. The Notes rank senior in right of payment to any of the Company's future indebtedness that is expressly subordinated in right of payment to the Notes; rank equal in right of payment to the Company's existing and future unsecured indebtedness that is not so subordinated; are effectively subordinated in right of payment to any of the Company's secured indebtedness to the extent of the value of the assets securing such indebtedness; and are structurally subordinated to all existing and future indebtedness and liabilities of the Company's subsidiaries.

In accounting for the issuance of the Notes, the Company separated the Notes into liability and equity components. The carrying amount of the liability component was calculated by measuring the fair value of a similar liability that does not have an associated convertible feature. The carrying amount of the equity component, representing the conversion option, which does not meet the criteria for separate accounting as a derivative as it is indexed to the Company's own stock, was determined by deducting the fair value of the liability component from the par value of the Notes. The difference between the principal amount of the Notes and the liability component represents the debt discount, which is recorded as a direct deduction from the related debt liability in the Consolidated Balance Sheets and amortized to interest expense using the effective interest method over the term of the Notes. The effective interest rate of the 2017 Notes, 2018 Notes, and 2019 Notes is 6.0%, 8.1%, and 6.4%, respectively. The equity component of the 2017 Notes, 2018 Notes, and 2019 Notes of approximately \$95.8 million, \$181.5 million, and \$280.3 million, respectively, is included in additional paid-in capital in the Consolidated Balance Sheets and is not remeasured as long as it continues to meet the conditions for equity classification. The Company allocated transaction costs related to the Notes using the same proportions as the proceeds from the Notes. Transaction costs attributable to the liability component were recorded as a direct deduction from the related debt liability in the Consolidated Balance Sheets and amortized to interest expense over the term of the Notes, and transaction costs attributable to the equity component were netted with the equity component in shareholders' equity.

Notes to Consolidated Financial Statements (Continued)

The following table presents the outstanding principal amount and carrying value of the Notes as of the date presented:

	December 31, 2019			December 31, 2018	
	2017 Notes	2018 Notes	2019 Notes	2017 Notes	2018 Notes
	(in thousands)				
Principal amounts:					
Principal	\$ 431,250	\$ 575,000	\$ 948,750	\$ 431,250	\$ 575,000
Unamortized debt discount	(59,830)	(161,275)	(277,700)	(79,911)	(187,435)
Net carrying amount	\$ 371,420	\$ 413,725	\$ 671,050	\$ 351,339	\$ 387,565

The following table presents total interest expense recognized related to the Notes:

	December 31, 2019			December 31, 2018		December 31, 2017
	2017 Notes	2018 Notes	2019 Notes	2017 Notes	2018 Notes	2017 Notes
	(in thousands)					
Contractual interest expense	\$ 1,617	\$ 6,469	\$ 3,342	\$ 1,617	\$ 1,455	\$ 1,491
Interest cost related to amortization of the debt discount	20,080	26,161	12,205	18,910	2,207	4,338
Total interest expense	\$ 21,697	\$ 32,630	\$ 15,547	\$ 20,527	\$ 3,662	\$ 5,829

The estimated fair value of the 2017 Notes was \$469.5 million and \$465.0 million as of December 31, 2019 and 2018, respectively. The estimated fair value of the 2018 Notes was \$597.0 million and \$580.2 million as of December 31, 2019 and 2018, respectively. The estimated fair value of the 2019 Notes was \$834.0 million as of December 31, 2019. The estimated fair value of the Notes was determined through consideration of quoted market prices. The fair value is classified as Level 2, as defined in Note 3, *Marketable Securities and Fair Value Measurements*. The if-converted value of the 2017, 2018 and 2019 Notes did not exceed their respective principal value as of December 31, 2019.

2017 Notes

The 2017 Notes were issued pursuant to an indenture, dated September 15, 2017 (the "2017 Indenture"), between the Company and U.S. Bank National Association, as trustee. The Company pays interest on the 2017 Notes semiannually in arrears at a rate of 0.375% per annum on March 1 and September 1 of each year. The 2017 Notes are convertible based upon an initial conversion rate of 9.61 shares of the Company's Class A common stock per \$1,000 principal amount of 2017 Notes (equivalent to a conversion price of approximately \$104.06 per share of the Company's Class A common stock). The conversion rate will be subject to adjustment upon the occurrence of certain specified events, including certain distributions and dividends to all or substantially all of the holders of the Company's Class A common stock, but will not be adjusted for accrued and unpaid interest. The Company will settle any conversions of the 2017 Notes in cash, shares of the Company's Class A common stock or a combination thereof, with the form of consideration determined at the Company's election.

The 2017 Notes will mature on September 1, 2022, unless earlier purchased, redeemed or converted. Prior to June 1, 2022, holders may convert all or a portion of their 2017 Notes only under the following circumstances: (1) during any calendar quarter (and only during such calendar quarter), if the last reported sale price of the Company's Class A common stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on, and including, the last trading day of the immediately preceding calendar quarter is greater than or equal to 130% of the conversion price on each applicable trading day; (2) during the 5 business day period after any 10 consecutive trading day period (the "2017 Notes measurement period") in which the trading price per \$1,000 principal amount of 2017 Notes for each trading day of the 2017 Notes measurement period was less than 98% of the product of the last reported sale price of the Company's Class A common stock and the conversion rate on each such trading day; (3) with respect to any 2017 Notes called for redemption by the Company, at any time prior to the close of business on the second scheduled trading day immediately preceding the redemption date; or

Notes to Consolidated Financial Statements (Continued)

(4) upon the occurrence of specified corporate events. On and after June 1, 2022 until the close of business on the second scheduled trading day immediately preceding the maturity date, holders may convert their 2017 Notes at any time, regardless of the foregoing circumstances. Holders of 2017 Notes who convert their 2017 Notes in connection with a notice of a redemption or a make-whole fundamental change (each as defined in the 2017 Indenture) may be entitled to a premium in the form of an increase in the conversion rate of the 2017 Notes.

The 2017 Notes are not convertible during the first quarter of 2020 and none of the 2017 Notes has been converted to date.

The Company may not redeem the 2017 Notes prior to September 8, 2020. On or after September 8, 2020, the Company may redeem for cash all or part of the 2017 Notes if the last reported sale price of the Company's Class A common stock equals or exceeds 130% of the conversion price then in effect for at least 20 trading days (whether or not consecutive), including at least one of the five trading days immediately preceding the date on which the Company provides notice of redemption, during any 30 consecutive trading days ending on, and including the trading day immediately preceding the date on which the Company provides notice of the redemption. The redemption price will be 100% of the principal amount of the 2017 Notes to be redeemed, plus accrued and unpaid interest, if any.

Upon the occurrence of a fundamental change (as defined in the 2017 Indenture), holders may require the Company to repurchase all or a portion of their 2017 Notes for cash at a price equal to 100% of the principal amount of the 2017 Notes to be repurchased plus any accrued but unpaid interest to, but excluding, the fundamental change repurchase date.

The 2017 Indenture contains customary terms and covenants, including that upon certain events of default occurring and continuing, either the Trustee or the holders of not less than 25% in aggregate principal amount of the 2017 Notes then outstanding may declare the entire principal amount of all the 2017 Notes plus accrued interest, if any, to be immediately due and payable.

2018 Notes

The 2018 Notes were issued pursuant to an indenture, dated November 19, 2018 (the "2018 Indenture"), between the Company and U.S. Bank National Association, as trustee. The Company will pay interest on the 2018 Notes semiannually in arrears at a rate of 1.125% per annum on May 1 and November 1 of each year commencing on May 1, 2019. The 2018 Notes are convertible based upon an initial conversion rate of 8.5910 shares of the Company's Class A common stock per \$1,000 principal amount of 2018 Notes (equivalent to a conversion price of approximately \$116.40 per share of the Company's Class A common stock). The conversion rate will be subject to adjustment upon the occurrence of certain specified events, including certain distributions and dividends to all or substantially all of the holders of the Company's Class A common stock, but will not be adjusted for accrued and unpaid interest. The Company will settle any conversions of the 2018 Notes in cash, shares of the Company's Class A common stock or a combination thereof, with the form of consideration determined at the Company's election.

The 2018 Notes will mature on November 1, 2024, unless earlier purchased, redeemed or converted. Prior to August 1, 2024, holders may convert all or a portion of their 2018 Notes only under the following circumstances: (1) during any calendar quarter (and only during such calendar quarter), if the last reported sale price of the Company's Class A common stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on, and including, the last trading day of the immediately preceding calendar quarter is greater than or equal to 130% of the conversion price on each applicable trading day; (2) during the five business day period after any ten consecutive trading day period (the "2018 Notes measurement period") in which the trading price per \$1,000 principal amount of 2018 Notes for each trading day of the 2018 Notes measurement period was less than 98% of the product of the last reported sale price of the Company's Class A common stock and the conversion rate on each such trading day; (3) with respect to any 2018 Notes called for redemption by the Company, at any time prior to the close of business on the second scheduled trading day immediately preceding the redemption date; or (4) upon the occurrence of specified corporate events. On and after August 1, 2024 until the close of business on the second scheduled trading day immediately preceding the maturity date, holders may convert their 2018 Notes at any time, regardless of the foregoing circumstances. Holders of 2018 Notes who convert their 2018 Notes in connection with a make-whole fundamental change or a notice of redemption (each as defined in the 2018 Indenture) may be entitled to a premium in the form of an increase in the conversion rate of the 2018 Notes.

The 2018 Notes are not convertible during the first quarter of 2020 and none of the 2018 Notes has been converted to date.

The Company may not redeem the 2018 Notes prior to May 8, 2022. On or after May 8, 2022, the Company may redeem for cash all or part of the 2018 Notes if the last reported sale price of the Company's Class A common stock equals or exceeds 130% of the conversion price then in effect for at least 20 trading days (whether or not consecutive), including at least one of the five

Notes to Consolidated Financial Statements (Continued)

trading days immediately preceding the date on which the Company provides notice of redemption, during any 30 consecutive trading days ending on, and including the trading day immediately preceding the date on which the Company provides notice of the redemption. The redemption price will be 100% of the principal amount of the 2018 Notes to be redeemed, plus accrued and unpaid interest, if any.

Upon the occurrence of a fundamental change (as defined in the 2018 Indenture), holders may require the Company to repurchase all or a portion of their 2018 Notes for cash at a price equal to 100% of the principal amount of the 2018 Notes to be repurchased plus any accrued but unpaid interest to, but excluding, the fundamental change repurchase date.

The 2018 Indenture contains customary terms and covenants, including that upon certain events of default occurring and continuing, either the Trustee or the holders of not less than 25% in aggregate principal amount of the 2018 Notes then outstanding may declare the entire principal amount of all the 2018 Notes plus accrued interest, if any, to be immediately due and payable.

2019 Notes

The 2019 Notes were issued pursuant to an indenture, dated August 19, 2019 (the "2019 Indenture"), between the Company and U.S. Bank National Association, as trustee. The Company will pay interest on the 2019 Notes semiannually in arrears at a rate of 1.00% per annum on February 15 and August 15 of each year commencing on February 15, 2020. The 2019 Notes are convertible based upon an initial conversion rate of 6.7349 shares of the Company's Class A common stock per \$1,000 principal amount of 2019 Notes (equivalent to a conversion price of approximately \$148.48 per share of the Company's Class A common stock). The conversion rate will be subject to adjustment upon the occurrence of certain specified events, including certain distributions and dividends to all or substantially all of the holders of the Company's Class A common stock, but will not be adjusted for accrued and unpaid interest. The Company will settle any conversions of the 2019 Notes in cash, shares of the Company's Class A common stock or a combination thereof, with the form of consideration determined at the Company's election.

The 2019 Notes will mature on August 15, 2026, unless earlier purchased, redeemed or converted. Prior to May 15, 2026, holders may convert all or a portion of their 2019 Notes only under the following circumstances: (1) during any calendar quarter commencing after the calendar quarter ending on December 31, 2019 (and only during such calendar quarter), if the last reported sale price of the Company's Class A common stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on, and including, the last trading day of the immediately preceding calendar quarter is greater than or equal to 130% of the conversion price on each applicable trading day; (2) during the five business day period after any ten consecutive trading day period (the "2019 Notes measurement period") in which the trading price per \$1,000 principal amount of 2019 Notes for each trading day of the 2019 Notes measurement period was less than 98% of the product of the last reported sale price of the Company's Class A common stock and the conversion rate on each such trading day; (3) with respect to any 2019 Notes called for redemption by the Company, at any time prior to the close of business on the second scheduled trading day immediately preceding the redemption date; or (4) upon the occurrence of specified corporate events. On and after May 15, 2026 until the close of business on the second scheduled trading day immediately preceding the maturity date, holders may convert their 2019 Notes at any time, regardless of the foregoing circumstances. Holders of 2019 Notes who convert their 2019 Notes in connection with a make-whole fundamental change or a notice of redemption (each as defined in the 2019 Indenture) may be entitled to a premium in the form of an increase in the conversion rate of the 2019 Notes.

The 2019 Notes are not convertible during the first quarter of 2020 and none of the 2019 Notes has been converted to date.

The Company may not redeem the 2019 Notes prior to August 20, 2023. On or after August 20, 2023, the Company may redeem for cash all or part of the 2019 Notes if the last reported sale price of the Company's Class A common stock equals or exceeds 130% of the conversion price then in effect for at least 20 trading days (whether or not consecutive), including at least one of the five trading days immediately preceding the date on which the Company provides notice of redemption, during any 30 consecutive trading days ending on, and including the trading day immediately preceding the date on which the Company provides notice of the redemption. The redemption price will be 100% of the principal amount of the 2019 Notes to be redeemed, plus accrued and unpaid interest, if any.

Upon the occurrence of a fundamental change (as defined in the 2019 Indenture), holders may require the Company to repurchase all or a portion of their 2019 Notes for cash at a price equal to 100% of the principal amount of the 2019 Notes to be repurchased plus any accrued but unpaid interest to, but excluding, the fundamental change repurchase date.

Notes to Consolidated Financial Statements (Continued)

The 2019 Indenture contains customary terms and covenants, including that upon certain events of default occurring and continuing, either the Trustee or the holders of not less than 25% in aggregate principal amount of the 2019 Notes then outstanding may declare the entire principal amount of all the 2019 Notes plus accrued interest, if any, to be immediately due and payable.

Capped Call Transactions

The Restated 2017 Capped Call Transactions, 2018 Capped Call Transactions and 2019 Capped Call Transactions (collectively, the "Capped Call Transactions") are expected generally to reduce the potential dilution and/or offset the cash payments the Company is required to make in excess of the principal amount of the Notes upon conversion of the Notes in the event that the market price per share of the Company's Class A common stock is greater than the strike price of the Capped Call Transactions (which initially corresponds to the initial conversion price of the Notes and is subject to certain adjustments under the terms of the Capped Call Transactions), with such reduction and/or offset subject to a cap based on the cap price of the Capped Call Transactions. The Restated 2017 Capped Call Transactions have an initial cap price of \$154.16 per share of the Company's Class A common stock, which represents a premium of 100% over the last reported sale price of the Company's Class A common stock on September 11, 2017, which is the date the 2017 Notes priced, and is subject to certain adjustments under the terms of the Restated 2017 Capped Call Transactions. The 2018 Capped Call Transactions have an initial cap price of \$219.63 per share of the Company's Class A common stock, which represents a premium of 150% over the last reported sale price of the Company's Class A common stock on November 14, 2018, which is the day the 2018 Notes priced, and is subject to certain adjustments under the terms of the 2018 Capped Call Transactions. The 2019 Capped Call Transactions have an initial cap price of \$280.15 per share of the Company's Class A common stock, which represents a premium of 150% over the last reported sale price of the Company's Class A common stock on August 14, 2019, which is the day the 2019 Notes priced, and is subject to certain adjustments under the terms of the 2019 Capped Call Transactions. Collectively, the Capped Call Transactions cover, initially, the number of shares of the Company's Class A common stock underlying the Notes, subject to anti-dilution adjustments substantially similar to those applicable to the Notes.

The Capped Call Transactions are separate transactions, in each case, entered into by the Company with the 2017 Option Counterparties, the 2018 Option Counterparties, and 2019 Option Counterparties, and are not part of the terms of the Notes and will not affect any holder's rights under the Notes. Holders of the Notes will not have any rights with respect to the Capped Call Transactions. The Capped Call Transactions do not meet the criteria for separate accounting as a derivative as they are indexed to the Company's stock. The premiums paid for the Capped Call Transactions have been included as a net reduction to additional paid-in capital within stockholders' equity (deficit).

16. Net Loss per Share

Basic and diluted net loss per share is presented using the two-class method required for participating securities: Class A and Class B common stock. The rights of the holders of Class A and Class B common stock are identical, except with respect to voting and conversion. For more information on the rights of Class A and Class B common stockholders, see Note 11, *Stockholders' Equity (Deficit)*.

Basic net loss per share is computed using the weighted-average number of shares of common stock outstanding during the period. Diluted net loss per share is computed using the weighted-average number of shares of common stock and, if dilutive, common stock equivalents outstanding during the period. The Company's common stock equivalents consist of shares issuable upon the release of restricted stock units, and to a lesser extent, the incremental shares of common stock issuable upon the exercise of stock options and unvested restricted stock. The dilutive effect of these common stock equivalents is reflected in diluted earnings per share by application of the treasury stock method. The Company's basic and diluted net loss per share are the same because the Company has generated net loss and common stock equivalents are excluded from diluted net loss per share because they have an antidilutive impact.

The Company allocates undistributed earnings between the classes on a one-to-one basis when computing net loss per share. As a result, basic and diluted net loss per Class A and Class B shares are equivalent.

Notes to Consolidated Financial Statements (Continued)

The following table presents the calculation of basic and diluted net loss per share:

	Year Ended December 31,		
	2019	2018	2017
	(in thousands, except per share data)		
Net loss	\$ (984,584)	\$ (504,080)	\$ (244,614)
Weighted average common shares used for basic and diluted net loss per share computation	92,200	89,472	86,983
Net loss per common share:			
Basic and Diluted	\$ (10.68)	\$ (5.63)	\$ (2.81)

Dilutive common stock equivalents, representing potentially dilutive common stock options, restricted stock and restricted stock units, of 8.2 million, 8.1 million, and 7.0 million for 2019, 2018, and 2017, respectively, were excluded from diluted earnings per share calculations for these periods because of their anti-dilutive effect. Furthermore, the shares of Class A common stock that would be issuable if the Company elects to settle the Notes in shares were excluded from the diluted earnings per share calculation (using the if-converted method) for the year ended December 31, 2019 because their effect would have been anti-dilutive.

The Company may settle the conversions of the Notes in cash, shares of the Company's Class A common stock or any combination thereof at its election. For the 2017 Notes, the number of shares of the Company's Class A common stock issuable at the conversion price of \$104.06 per share is expected to be 4.1 million shares, for the 2018 Notes, the number of shares of the Company's Class A common stock issuable at the conversion price of \$116.40 is expected to be 4.9 million shares, and for the 2019 Notes, the number of shares of the Company's Class A common stock issuable at the conversion price of \$148.48 is expected to be 6.4 million shares. However, the Capped Call Transactions are expected generally to reduce the potential dilution of the Company's Class A common stock upon any conversion of Notes and/or offset the cash payments the Company is required to make in excess of the principal amount of the Notes. Under the Restated 2017 Capped Call Transactions, the number of shares of Class A common stock issuable at the conversion price of \$154.16 is expected to be 2.8 million shares. Under the 2018 Capped Call Transactions, the number of shares of Class A common stock issuable at the conversion price of \$219.63 is expected to be 2.6 million shares. Under the 2019 Capped Call Transactions, the number of shares of Class A common stock issuable at the conversion price of \$280.15 is expected to be 3.4 million shares. For more information on the Notes and the Capped Call Transactions, see Note 15, *Convertible Debt*.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None

Item 9A. Controls and Procedures

Disclosure Controls and Procedures

Our management, with the participation of our chief executive officer ("CEO") and chief financial officer ("CFO"), evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended, or the Exchange Act) as of December 31, 2019. Based on such evaluation, our CEO and CFO have concluded that, as of December 31, 2019, our disclosure controls and procedures are effective in ensuring that (a) the information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms, and (b) such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting identified in connection with the evaluation required by Rules 13a-15(d) or 15d-15(d) of the Exchange Act during the quarter ended December 31, 2019, that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Management's Annual Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act). Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles, and includes those policies and procedures that: (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on our financial statements. Our management conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework). Based on this evaluation, management concluded that our internal control over financial reporting was effective as of December 31, 2019 to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Management reviewed the results of its assessment with our Audit Committee. The effectiveness of our internal control over financial reporting as of December 31, 2019 has been audited by Ernst & Young LLP, an independent registered public accounting firm, as stated in its report which is included immediately following Item 9A. *Controls and Procedures*, in this Annual Report on Form 10-K.

Limitations on Disclosure Controls and Procedures and Internal Control over Financial Reporting

Our disclosure controls and procedures and internal control over financial reporting are designed to provide reasonable assurance of achieving their objectives as specified above. Management does not expect, however, that our disclosure controls and procedures or our internal control over financial reporting will prevent or detect all error and fraud. Any control system, no matter how well designed and operated, is based upon certain assumptions and can provide only reasonable, not absolute, assurance that its objectives will be met. Further, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud, if any, within the Company have been detected.

Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of Wayfair Inc.

Opinion on Internal Control over Financial Reporting

We have audited Wayfair Inc.'s internal control over financial reporting as of December 31, 2019, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, Wayfair Inc. (the Company) maintained, in all material respects, effective internal control over financial reporting as of December 31, 2019, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of December 31, 2019 and 2018, the related consolidated statements of comprehensive loss, shareholders' equity (deficit) and cash flows for each of the three years in the period ended December 31, 2019, and the related notes and our report dated February 28, 2020 expressed an unqualified opinion thereon.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Ernst & Young LLP
Boston, Massachusetts

February 28, 2020

Item 9B. Other Information

None.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

We have adopted a written code of business conduct and ethics that applies to our directors, officers and employees, including our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions. A copy of the code may be found at the Investor Relations section of our website, located at investor.wayfair.com under the link for "Governance." We intend to make all required disclosures regarding any amendments to, or waivers from, any provisions of the code at the same location of our website.

The other information required by this item is incorporated by reference from our proxy statement for our 2020 annual meeting of stockholders, which we will file with the Securities and Exchange Commission within 120 days of December 31, 2019.

Item 11. Executive Compensation

The information required by this item is incorporated by reference from our proxy statement for our 2020 annual meeting of stockholders, which we will file with the Securities and Exchange Commission within 120 days of December 31, 2019.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information required by this item is incorporated by reference from our proxy statement for our 2020 annual meeting of stockholders, which we will file with the Securities and Exchange Commission within 120 days of December 31, 2019.

Item 13. Certain Relationships and Related Transactions, and Director Independence

The information required by this item is incorporated by reference from our proxy statement for our 2020 annual meeting of stockholders, which we will file with the Securities and Exchange Commission within 120 days of December 31, 2019.

Item 14. Principal Accounting Fees and Services

The information required by this item is incorporated by reference from our proxy statement for our 2020 annual meeting of stockholders, which we will file with the Securities and Exchange Commission within 120 days of December 31, 2019.

PART IV

Item 15. Exhibits and Financial Statement Schedules

(a) The following documents are filed as part of this Annual Report on Form 10-K:

(1) Financial Statements:

The financial statements are filed as part of this Annual Report on Form 10-K under Item 8, *Financial Statements and Supplementary Data*.

(2) Financial Statement Schedules:

The financial statement schedules are omitted because they are either not applicable or the information required is presented in the financial statements and notes thereto under Item 8, *Financial Statements and Supplementary Data*.

(3) Exhibits:

See the Exhibit Index immediately following the signature page of this Annual Report on Form 10-K, which is incorporated herein by reference.

EXHIBIT INDEX

Exhibit Number	Exhibit Description	Filed Herewith	Incorporated by Reference			Exhibit Number
			Form	File No.	Filing Date	
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
4.2	Indenture, dated as of September 15, 2017, by and between Wayfair Inc. and U.S. Bank National Association, as trustee		8-K	001-36666	9/15/2017	4.1
4.3	Form of 0.375% Convertible Senior Notes due 2022 (included in Exhibit 4.2)					
4.4	Indenture, dated as of November 19, 2018, by and between Wayfair Inc. and U.S. Bank National Association, as trustee		8-K	001-36666	11/19/2018	4.1
4.5	Form of 1.125% Convertible Senior Notes due 2024 (included in Exhibit 4.4)					
4.6	Indenture, dated as of August 19, 2019, by and between Wayfair Inc. and U.S. Bank National Association, as trustee		8-K	001-36666	8/19/2019	4.1
4.7	Form of 1.00% Convertible Senior Notes due 2026 (included in Exhibit 4.6)					
4.8	Description of Wayfair Securities	X				
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 (adopted fiscal 2014)		S-1	333-198171	9/19/2014	10.4
10.5+	Form of Restricted Stock Unit Agreement under the 2014 Incentive Award Plan (adopted fiscal 2014)		S-1	333-198171	9/19/2014	10.5
10.6+	Form of Restricted Stock Unit Agreement under the 2014 Incentive Award Plan (adopted fiscal 2018)		10-K	001-36666	2/25/2019	10.6
10.7+	Form of Restricted Stock Agreement under the 2014 Incentive Award Plan (adopted fiscal 2014)		S-1	333-198171	9/19/2014	10.6
10.8+	Form of Indemnification and Advancement Agreement for Directors and Executive Officers		8-K	001-36666	1/8/2018	10.1
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 (as amended to date, the "Copley Lease")		10-K	001-36666	2/29/2016	10.9

10.10	Fifth Amendment to Copley Lease, dated as of July 29, 2016, by and between Copley Place Associates, LLC and Wayfair LLC	10-Q	001-36666	11/8/2016	10.2
10.11	Elevator Side Letter to Copley Lease, dated as of July 28, 2016, by and between Copley Place Associates, LLC and Wayfair LLC	10-Q	001-36666	11/8/2016	10.3
10.12	Sixth Amendment to Copley Lease, dated as of February 22, 2017, by and between Copley Place Associates, LLC and Wayfair LLC	10-Q	001-36666	5/9/2017	10.2
10.13	Seventh Amendment to Copley Lease, dated as of August 14, 2017, by and between Copley Place Associates, LLC and Wayfair LLC	10-Q	001-36666	11/2/2017	10.9
10.14	Eighth Amendment to Copley Lease, dated as of November 14, 2017, by and between Copley Place Associates, LLC and Wayfair LLC	10-K	001-36666	2/26/2018	10.14
10.15	Ninth Amendment to Copley Lease, dated as of November 13, 2018, by and between Copley Place Associates, LLC and Wayfair LLC	10-K	001-36666	2/25/2019	10.2
10.16	Tenth Amendment to Copley Lease, dated as of October 10, 2019, by and between Copley Place Associates, LLC and Wayfair LLC	10-Q	001-36666	10/31/2019	10.8
10.17+	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
10.18+	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
10.19	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 (as amended to date, the "Bank of America Loan Agreement")	10-K	001-36666	2/29/2016	10.13
10.20	Amendment No. 4 to the Bank of America Loan Agreement, dated as of July 31, 2016, by and between Bank of America, N.A. and Wayfair LLC	8-K	001-36666	8/4/2016	10.1
10.21	Credit Agreement dated February 22, 2017 by and among Wayfair LLC, Wayfair Inc., each Lender from time to time party thereto and Citibank, N.A. as Administrative Agent, Swing Line Lender and L/C Issuer (as amended to date, the "Credit Agreement")	10-K	001-36666	2/28/2017	10.18
10.22	Amendment No. 1 to the Credit Agreement, dated September 11, 2017, by and among Wayfair LLC, Wayfair Inc., each Lender from time to time party thereto and Citibank, N.A. as Administrative Agent, Swing Line Lender and L/C Issuer	8-K	001-36666	9/12/2017	10.1
10.23	Amendment No. 2 to the Credit Agreement, dated April 12, 2018, by and among Wayfair LLC, Wayfair Inc., each Lender from time to time party thereto and Citibank, N.A. as Administrative Agent, Swing Line Lender and L/C Issuer	8-K	001-36666	4/13/2018	10.1

10.24	Amendment No. 3 to the Credit Agreement, dated December 7, 2018, by and among Wayfair LLC, Wayfair Inc., each Lender from time to time party thereto and Citibank, N.A. as Administrative Agent, Swing Line Lender and L/C Issuer	10-K	<u>001-36666</u>	2/25/2019	10.24
10.25	Amendment No. 4 to the Credit Agreement, dated December 20, 2018, by and among Wayfair LLC, Wayfair Inc., each Lender from time to time party thereto and Citibank, N.A. as Administrative Agent, Swing Line Lender and L/C Issuer	10-K	<u>001-36666</u>	2/25/2019	10.25
10.26	Amended and Restated Credit Agreement dated February 21, 2019 among Wayfair LLC, Wayfair Inc., each other Loan Party from time to time party thereto, each Lender from time to time party thereto and Citibank, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer	8-K	001-36666	2/22/2019	10.1
10.27	Letter Agreement, dated September 11, 2017, between Citibank, N.A. and Wayfair Inc. regarding the 2017 Base Capped Call Transaction	8-K	001-36666	9/15/2017	10.2
10.28	Letter Agreement, dated September 11, 2017, between Goldman Sachs & Co. LLC and Wayfair Inc. regarding the 2017 Base Capped Call Transaction	8-K	001-36666	9/15/2017	10.3
10.29	Letter Agreement, dated September 11, 2017, between Bank of America, N.A. and Wayfair Inc. regarding the 2017 Base Capped Call Transaction	8-K	001-36666	9/15/2017	10.4
10.30	Letter Agreement, dated September 14, 2017, between Citibank, N.A. and Wayfair Inc. regarding the 2017 Additional Capped Call Transaction	8-K	001-36666	9/15/2017	10.5
10.31	Letter Agreement, dated September 14, 2017, between Goldman Sachs & Co. LLC and Wayfair Inc. regarding the 2017 Additional Capped Call Transaction	8-K	001-36666	9/15/2017	10.6
10.32	Letter Agreement, dated September 14, 2017, between Bank of America, N.A. and Wayfair Inc. regarding the 2017 Additional Capped Call Transaction	8-K	001-36666	9/15/2017	10.7
10.33	Letter Agreement, dated November 14, 2018, between Morgan Stanley & Co. LLC and Wayfair Inc. regarding the 2018 Base Capped Call Transaction	8-K	001-36666	11/19/2018	10.2
10.34	Letter Agreement, dated November 14, 2018, between Goldman Sachs & Co. LLC and Wayfair Inc. regarding the 2018 Base Capped Call Transaction	8-K	001-36666	11/19/2018	10.3
10.35	Letter Agreement, dated November 14, 2018, between Bank of America, N.A. and Wayfair Inc. regarding the 2018 Base Capped Call Transaction	8-K	001-36666	11/19/2018	10.4
10.36	Amended and Restated Letter Agreement, dated November 15, 2018, between Citibank, N.A. and Wayfair Inc. regarding the 2017 Base Capped Call Transaction	8-K	001-36666	11/19/2018	10.5
10.37	Amended and Restated Letter Agreement, dated November 15, 2018, between Goldman Sachs & Co. LLC and Wayfair Inc. regarding the 2017 Base Capped Call Transaction	8-K	001-36666	11/19/2018	10.6

10.38	Amended and Restated Letter Agreement, dated November 15, 2018, between Bank of America, N.A. and Wayfair Inc. regarding the 2017 Base Capped Call Transaction	8-K	001-36666	11/19/2018	10.7
10.39	Amended and Restated Letter Agreement, dated November 15, 2018, between Citibank, N.A. and Wayfair Inc. regarding the 2017 Additional Capped Call Transaction	8-K	001-36666	11/19/2018	10.8
10.40	Amended and Restated Letter Agreement, dated November 15, 2018, between Goldman Sachs & Co. LLC and Wayfair Inc. regarding the 2017 Additional Capped Call Transaction	8-K	001-36666	11/19/2018	10.9
10.41	Amended and Restated Letter Agreement, dated November 15, 2018, between Bank of America, N.A. and Wayfair Inc. regarding the 2017 Additional Capped Call Transaction	8-K	001-36666	11/19/2018	10.10
10.42	Letter Agreement, dated November 27, 2018, between Morgan Stanley & Co. LLC and Wayfair Inc. regarding the 2018 Additional Capped Call Transaction	8-K	001-36666	11/29/2018	10.1
10.43	Letter Agreement, dated November 27, 2018, between Goldman Sachs & Co. LLC and Wayfair Inc. regarding the 2018 Additional Capped Call Transaction	8-K	001-36666	11/29/2018	10.2
10.44	Letter Agreement, dated November 27, 2018, between Bank of America, N.A. and Wayfair Inc. regarding the 2018 Additional Capped Call Transactions	8-K	001-36666	11/29/2018	10.3
10.45	Letter Agreement, dated August 14, 2019, between Goldman Sachs & Co. LLC and Wayfair Inc. regarding the 2019 Base Capped Call Transactions	8-K	001-36666	8/19/2019	10.2
10.46	Letter Agreement, dated August 14, 2019, between Citibank, N.A. and Wayfair Inc. regarding the 2019 Base Capped Call Transactions	8-K	001-36666	8/19/2019	10.3
10.47	Letter Agreement, dated August 14, 2019, between JPMorgan Chase Bank, N.A. and Wayfair Inc. regarding the 2019 Base Capped Call Transactions	8-K	001-36666	8/19/2019	10.4
10.48	Letter Agreement, dated August 16, 2019, between Goldman Sachs & Co. LLC and Wayfair Inc. regarding the 2019 Base Capped Call Transactions	8-K	001-36666	8/19/2019	10.5
10.49	Letter Agreement, dated August 16, 2019, between Citibank, N.A. and Wayfair Inc. regarding the 2019 Base Capped Call Transactions	8-K	001-36666	8/19/2019	10.6
10.50	Letter Agreement, dated August 16, 2019, between JPMorgan Chase Bank, N.A. and Wayfair Inc. regarding the 2019 Base Capped Call Transactions	8-K	001-36666	8/19/2019	10.7
21.1	Subsidiaries of the Company				X
23.1	Consent of Ernst & Young LLP				X
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	X
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	X
101.INS	XBRL Instance Document	X
101.SCH	XBRL Taxonomy Schema Linkbase Document	X
101.CA	XBRL Taxonomy Calculation Linkbase Document	X
101.DEF ^I	XBRL Taxonomy Definition Linkbase Document	X
101.LA	XBRL Taxonomy Labels Linkbase Document	X
101.PRE ^B	XBRL Taxonomy Presentation Linkbase Document	X
104	Cover Page Interactive Data File (formatted as inline XBRL with applicable taxonomy extension information contained in Exhibits 101.*)	X

+ Indicates a management contract or compensatory plan

This certification is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (Exchange Act), or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended or the Exchange Act.



Joss & Main

BIRCH LANE

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