

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person * | | | | 2. | 2. Issuer Name and Ticker or Trading Symbol | | | | | | | 5. Relationship of Reporting Person(s) to Issuer | | | | | | |
|---|---|-------------------|--------------------|---------|---|--------------|--|--------------|------------|---------------------|--------------------|--|--|--------------------------------------|---|---------------------------------|---|-------------------------|
| 1. I valifie alia 1 la | aress or res | orting i c | 15011 | | | | | | | | <i>C</i> , | | | (Check all app | licable) | Č | | |
| Lore Marc E | · · | | | | W | alm | art Ir | ic. [WN | 1 T |] | | | | | | | | |
| (Last) (First) (Middle) | | | | 3. | 3. Date of Earliest Transaction (MM/DD/YYYY) 8/20/2019 | | | | | | | Director 10% Owner | | | | | | |
| (Edst) (First) (Widdle) | | | | | | | | | | | | | X Officer (give title below) Other (specify below) | | | | | |
| 221 RIVER STREET, 8TH FLOOR | | | | | | | | | | | | | Executive Vice President | | | | | |
| - | (Stre | | | | 4. | If An | nendme | nt, Date C | rigi | nal File | ed (MM/D | D/YY | YY) | 6. Individual o | r Joint/G | roup Filing (| Check Appl | icable Line) |
| HODOLIEN | NIX 0500 | | | | | | | | | | | | | | | | | |
| HOBOKEN, | NJ 0703 | U | | | | | | | | | | | | X Form filed by | | rting Person One Reporting P | erson | |
| (C | ity) (Sta | te) (Zi | ip) | | | | | | | | | | | Tom med by | wiore than c | nie Reporting i | CISOII | |
| | | | | | _ | | | | _ | | _ | _ | _ | | _ | | | |
| | | | | | | | | | • | | | | | neficially Owne | | | - | |
| 1.Title of Security (Instr. 3) | | | 2. Trans. | | e 2A. Deemed Execution | | 3. Trans. Cod (Instr. 8) | | | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | | | 7. Nature Ownership of Indirec | 7. Nature of Indirect | | |
| | | | | | | Date, if any | | (111541.0) | | (Instr. 3, 4 and 5) | | | | (Instr. 3 and 4) | (*) | | Form: | Beneficial |
| | | | | | | | | | | | | | | | | | | Ownership (Instr. 4) |
| | | | | | | | | Code | V | Amoun | (A) or (D) | Price | e | | | | (I) (Instr. 4) | |
| C | | | | 0/20/20 | 10 | | | F | | 30334 | . , | | | 24 | 000207 | | | |
| Common 8/20/2019 | | | | 19 | | | r | | <u>(1)</u> | D | \$113.8 | 51 | 2999207 | | | D | | |
| | | | | | | | | | | | | | | | | | | |
| | Tabl | e II - Der | ivative | Securi | ties l | Bene | ficially | Owned (| e.g. | , puts, | calls, w | arrai | nts, | options, conve | rtible sec | urities) | | |
| Title of Derivate Security | 2. Conversion | 3. Trans. Date | Execution Date, if | | Trans. str. 8) | | 5. Number of Derivative Securities | | | | | nd Amount of 8. Price of Derivative | | | 11. Nature | | | |
| (Instr. 3) | or Exercise Price of Derivative Security | ve | | | | Acqui | | uired (A) or | | Deriva | | | ativ | e Security | Security | Securities | Form of | Beneficial |
| | | | | | | | Disposed of (D) (Instr. 3, 4 and 5) | | | (Instr. 3 | | | . 3 a | and 4) (Instr. 5) Beneficia Owned | | | Derivative Security: | Ownership (Instr. 4) |
| | | | | | | | (| | | | | | I . | | Following | Direct (D) | (====================================== | |
| | | | | | | | | | Dat Exe | e ercisable | Expiration Date | Title | | nount or Number of ares | | Reported Transaction(s) | or Indirect (I) (Instr. | |
| | | | | (| Code | V | (A) | (D) | | | | | | | | (Instr. 4) | 4) | |
| Explanation of | Responses | | | l. | | | / | <u>.</u> | 1 | | | | 1 | | | | | ı |

(1) Represents stock units withheld to satisfy tax withhelding obligations upon the partial vesting of previously reported 3,554,093 restricted stock units (the "RSUs") that were granted to the Reporting Person on September 19, 2016, in connection with, and in consideration of, the Issuer's acquisition of Jet.com, Inc. and the Reporting Person becoming an employee and executive officer of the Issuer. The Reporting Person cannot exercise voting rights over the remaining portion of the unvested RSUs.

Reporting Owners

| ĺ | Reporting Owner Name / Address | Relationships | | | | | | |
|---|--------------------------------|---------------|-----------|---------------------------------|-------|--|--|--|
| ľ | Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | | |
| | Lore Marc E. | | | | | | | |
| 4 | 221 RIVER STREET, 8TH FLOOR | | | Executive Vice President | | | | |
|] | HOBOKEN, NJ 07030 | | | | | | | |

| Signatures | | |
|---|-----------|--|
| /s/ Kristopher A. Isham, by power of attorney | 8/20/2019 | |
| ** Signature of Reporting Person | Date | |

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

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.