

OVERSTOCK.COM, INC
Form 4
October 04, 2016

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Simon Stormy

(Last) (First) (Middle)
799 W COLISEUM WAY
(Street)

MIDVALE, UT 84047

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
OVERSTOCK.COM, INC [OSTK]

3. Date of Earliest Transaction
(Month/Day/Year)
09/30/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------------------|---|--|-----------------------------------|
| | | | | Code | V Amount Price | | | |
| Common Stock | 09/30/2016 | | M | | 3,000 A \$ 0.0001 | 150,417 | D | |
| Common Stock | 09/30/2016 | | F | | 971 D \$ 15.32 | 149,446 | D | |
| Common Stock | 09/30/2016 | | M | | 13,334 A \$ 0.0001 | 162,780 | D | |
| Common Stock | 09/30/2016 | | F | | 4,314 D \$ 15.32 | 158,466 | D | |
| Common Stock | 09/30/2016 | | M | | 3,425 A \$ 0.0001 | 161,891 | D | |
| | 09/30/2016 | | F | | 1,108 D \$ 15.32 | 160,783 | D | |

Common
Stock

Common
Stock

1,689.102 I

Based on
9/30/2016
401k Plan
statement

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units | (1) | 09/30/2016 | | M | 3,000 | (2) (2) | Common Stock | 3,000 |
| Restricted Stock Units | (1) | 09/30/2016 | | M | 13,334 | (3) (3) | Common Stock | 13,334 |
| Restricted Stock Units | (1) | 09/30/2016 | | M | 3,425 | (4) (4) | Common Stock | 3,425 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Simon Stormy 799 W COLISEUM WAY MIDVALE, UT 84047 | | X | | |

Signatures

/s/Mark Harden
(attorney-in-fact)

10/04/2016

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Each restricted stock unit ("RSU") represents a contingent right to receive one share of Overstock.com, Inc. common stock.
On January 28, 2014, the reporting person was granted 9,000 RSUs, vesting in three equal annual installments beginning on the first anniversary of the grant date. Effective September 30, 2016, the Compensation Committee accelerated the vesting of 19,759 RSUs in connection with the reporting person's resignation from the Company's board of directors, of which 3,000 RSUs were granted on January 28, 2014.
- (2) On April 7, 2015, the reporting person was granted 20,000 RSUs, vesting in three equal annual installments beginning on the first anniversary of the grant date. Effective September 30, 2016, the Compensation Committee accelerated the vesting of 19,759 RSUs in connection with the reporting person's resignation from the Company's board of directors, of which 13,334 RSUs were granted on April 7, 2015.
- (3) On March 24, 2016, the reporting person was granted 40,000 RSUs, vesting in three equal annual installments beginning on the first anniversary of the grant date. Effective September 30, 2016, the Compensation Committee accelerated the vesting of 19,759 RSUs in connection with the reporting person's resignation from the Company's board of directors, of which 3,425 RSUs were granted on March 24, 2016.
- (4) Amount shown does not include previously granted RSUs with different vesting schedules.
- (5)

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

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