

OVERSTOCK.COM, INC

Form 4

October 04, 2016

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/30/2016		M	V Amount (A) or (D) 3,000 A	Price \$ 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
StockCommon
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.

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.SEC 1474
(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. De Se (In	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	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.

(2) 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.

(3) 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.

(4) 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.

(5) Amount shown does not include previously granted RSUs with different vesting schedules.

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

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