

OVERSTOCK.COM, INC

Form 3/A

April 24, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â Marks Seth

(Last)

(First)

(Middle)

6350 SOUTH 3000 EAST

(Street)

SALT LAKE

CITY, Â UTÂ 84121

(City)

(State)

(Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

04/14/2014

3. Issuer Name **and** Ticker or Trading Symbol
OVERSTOCK.COM, INC [OSTK]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

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

SVP, Merchandising

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

04/24/2014

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 Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)

Date

Exercisable

Expiration

Date

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

Amount or
Number of
Shares4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)
(Instr. 5)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

Restricted Stock Units	Â (1)	01/28/2017	Common Stock	4,200	\$ 0.0001	D	Â
Restricted Stock Units	Â (2)	05/08/2016	Common Stock	2,500	\$ 0.0001	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Marks Seth 6350 SOUTH 3000 EAST SALT LAKE CITY, UT 84121	Â	Â	Â SVP, Merchandising	Â

Signatures

/s/Mark Harden
(attorney-in-fact) 04/24/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Each restricted stock unit represents a contingent right to receive one share of Overstock.com, Inc. common stock. The restricted stock units will vest in three equal installments at the close of business on each of January 28, 2015, January 28, 2016, and January 28, 2017. Vested shares will be delivered to the reporting person promptly after the restricted stock units vest.

(2) Each restricted stock unit represents a contingent right to receive one share of Overstock.com, Inc. common stock. The restricted stock units vest as of 40% at the close of business on May 8, 2014, an additional 30% at the close of business on May 8, 2015, and the remaining 30% at the close of business on May 8, 2016. Vested shares will be delivered to the reporting person promptly after the restricted stock units vest.

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Remarks:

ThisÂ amendmentÂ toÂ theÂ InitialÂ StatementÂ ofÂ BeneficialÂ OwnershipÂ ofÂ SecuritiesÂ onÂ FormÂ 3,Â filedÂ with

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.