

HIGH PLAINS INVESTMENTS LLC

Form 4

September 10, 2018

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

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Number: 3235-0287
Expires: January 31,
2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BYRNE PATRICK

(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)
09/06/2018

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)
CEO

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)
			Code	V	Amount	(A) or (D) Price			
Common Stock	09/06/2018		S		121,295	D 25.4361 (2)	\$ 5,330,832	I	High Plains Investments LLC (1)
Common Stock	09/06/2018		S		26,204	D 26.6681 (3)	\$ 5,304,628	I	High Plains Investments LLC
Common Stock	09/07/2018		S		451,379	D 25.8289 (4)	\$ 4,853,249	I	High Plains Investments LLC
Common Stock	09/10/2018		S		173,925	D \$ 25.972 (5)	4,679,324	I	High Plains Investments

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Common Stock	09/10/2018	S	1,500	D	\$ 27.0033 (6)	4,677,824	I	LLC High Plains Investments LLC
Common Stock						1,050,023	D	

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

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BYRNE PATRICK 799 W. COLISEUM WAY MIDVALE, UT 84047	X	X	CEO	
HIGH PLAINS INVESTMENTS LLC 750 BRYAN ROAD SALT LAKE CITY, UT 00000		X		

Signatures

For High Plains Investments LLC: /s/ John Pettway

09/10/2016

__Signature of Reporting Person

Date

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For Patrick M. Byrne: /s/ Patrick M. Byrne

09/10/2016

**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) This Form 4 is filed jointly by Patrick M. Byrne and High Plains Investments LLC. Patrick M. Byrne holds 100% of the voting interest in and controls High Plains Investments LLC. The securities described herein are or were held directly by High Plains Investments LLC, which is a ten percent owner of the issuer. The address of High Plains Investments LLC is 700 Bitner Road, Park City, Utah 84098.

(2) \$25.4361 is the weighted average sale price for the 121,295 shares sold on September 6, 2018. There were multiple trades priced between \$25.2750 and \$26.1500 per share, inclusive. The reporting person will provide, upon request by the SEC staff, the issuer, or any security holder of the issuer, full information regarding the number of shares sold at each separate price. These securities are owned directly by High Plains Investments LLC, a ten percent owner of the issuer, and indirectly by Patrick M. Byrne, who holds 100% of the voting interest in and controls High Plains Investments LLC. Patrick M. Byrne is the Chief Executive Officer and a director and a ten percent owner of the issuer.

(3) \$26.6681 is the weighted average sale price for the 26,204 shares sold on September 6, 2018. There were multiple trades priced between \$26.4250 and \$27.4000 per share, inclusive. The reporting person will provide, upon request by the SEC staff, the issuer, or any security holder of the issuer, full information regarding the number of shares sold at each separate price. These securities are owned directly by High Plains Investments LLC, a ten percent owner of the issuer, and indirectly by Patrick M. Byrne, who holds 100% of the voting interest in and controls High Plains Investments LLC.

(4) \$25.8289 is the weighted average sale price for the 451,379 shares sold on September 7, 2018. There were multiple trades priced between \$25.3001 and \$26.2250 per share, inclusive. The reporting person will provide, upon request by the SEC staff, the issuer, or any security holder of the issuer, full information regarding the number of shares sold at each separate price. These securities are owned directly by High Plains Investments LLC, a ten percent owner of the issuer, and indirectly by Patrick M. Byrne, who holds 100% of the voting interest in and controls High Plains Investments LLC.

(5) \$25.9720 is the weighted average sale price for the 173,925 shares sold on September 10, 2018. There were multiple trades priced between \$25.7000 and \$26.3000 per share, inclusive. The reporting person will provide, upon request by the SEC staff, the issuer, or any security holder of the issuer, full information regarding the number of shares sold at each separate price. These securities are owned directly by High Plains Investments LLC, a ten percent owner of the issuer, and indirectly by Patrick M. Byrne, who holds 100% of the voting interest in and controls High Plains Investments LLC.

(6) \$27.0033 is the weighted average sale price for the 1,500 shares sold on September 10, 2018. There were multiple trades priced between \$27.0000 and \$27.0500 per share, inclusive. The reporting person will provide, upon request by the SEC staff, the issuer, or any security holder of the issuer, full information regarding the number of shares sold at each separate price. These securities are owned directly by High Plains Investments LLC, a ten percent owner of the issuer, and indirectly by Patrick M. Byrne, who holds 100% of the voting interest in and controls High Plains Investments LLC.

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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