

OVERSTOCK.COM, INC

Form 3

June 14, 2013

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 Popelka Brian L.

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

06/10/2013

3. Issuer Name **and** Ticker or Trading Symbol
OVERSTOCK.COM, INC [OSTK]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

6350 SOUTH 3000 EAST

(Street)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

SVP, Customer and Partner Care

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting
Person☐ Form filed by More than One
Reporting Person

SALT LAKE

CITY,Â UTÂ 84121

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. 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)

Common Stock

275

D

Â

Common Stock

1,193.558

I

Based on 6/12/2013 401k Plan
StatementReminder: 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)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of5. Ownership
Form of
Derivative6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

Edgar Filing: OVERSTOCK.COM, INC - Form 3

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Restricted Stock Units	Â (1)	01/22/2014	Common Stock	3,750	\$ 0.0001	D	Â
Restricted Stock units	Â (2)	01/23/2015	Common Stock	15,000	\$ 0.0001	D	Â
Restricted Stock Units	Â (3)	01/14/2016	Common Stock	7,500	\$ 0.0001	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Popelka Brian L. 6350 SOUTH 3000 EAST SALT LAKE CITY, UT 84121	Â	Â	Â SVP, Customer and Partner Care	Â

Signatures

/s/Mark Harden
(attorney-in-fact) 06/14/2013

__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 vest as to 25% at the close of business on January 22, 2012, an additional 25% at the close of business on January 22, 2013, and the remaining 50% at the close of business on January 22, 2014. 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 to 25% at the close of business on January 23, 2013, an additional 25% at the close of business on January 23, 2014, and the remaining 50% at the close of business on January 23, 2015. Vested shares will be delivered to the reporting person promptly after the restricted stock units vest.

(3) Each restricted stock unit represents a contingent right to receive one share of Overstock.com, Inc. common stock. The restricted stock units vest as to 40% at the close of business on January 14, 2014, an additional 30% at the close of business on January 14, 2015, and the remaining 30% at the close of business on January 14, 2016. Vested shares will be delivered to the reporting person promptly after the restricted stock units vest.

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.