

HUGHES ROBERT P

Form 3/A

March 01, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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 *

HUGHES ROBERT P

(Last) (First) (Middle)

6350 SOUTH 3000 EAST

(Street)

SALT LAKE

CITY, UT 84121

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

02/21/2013

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, Finance & Risk Mgmt.

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

03/01/2013

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)

Common Stock

14,602

D

A

Common Stock

179

I

Based on 2/22/2013 401k Plan statement

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

SEC 1473 (7-02)

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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 of

5. Ownership Form of Derivative

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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	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				Other
	Director	10% Owner	Officer		
HUGHES ROBERT P 6350 SOUTH 3000 EAST SALT LAKE CITY, UT 84121	Â	Â	Â SVP, Finance & Risk Mgmt.	Â	

Signatures

/s/Mark Harden
(attorney-in-fact)
03/01/2013
**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.

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Remarks:

ThisÂ amendmentÂ isÂ beingÂ filedÂ toÂ includeÂ aÂ PowerÂ ofÂ AttorneyÂ forÂ Mr.Â RobertÂ Hughes

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.