

OVERSTOCK.COM, INC
 Form 3
 February 18, 2014

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 * Griffin Mark J (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) 02/05/2014	3. Issuer Name and Ticker or Trading Symbol OVERSTOCK.COM, INC [OSTK]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) SVP, Gen Counsel & Asst. Sec.	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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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	12,471	D	^
Common Stock	455.305	I	Based on 2/13/2014 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)	01/28/2017	Common Stock	7,500	\$ 0.0001	D	Â
Restricted Stock Units	Â (2)	01/14/2016	Common Stock	4,500	\$ 0.0001	D	Â
Restricted Stock Units	Â (3)	01/23/2015	Common Stock	10,000	\$ 0.0001	D	Â
Incentive Stock Option	Â (4)	02/06/2017	Common Stock	5,000	\$ 17.08	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Griffin Mark J 6350 SOUTH 3000 EAST SALT LAKE CITY, UT 84121	Â	Â	Â SVP, Gen Counsel & Asst. Sec.	Â

Signatures

/s/Mark Harden
(attorney-in-fact) 02/18/2014

__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 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.
- (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 of 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.
- (4) Options were granted on February 7, 2007 and vest as to 28% on the first anniversary date of grant and 2% each month thereafter.

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.