

OVERSTOCK.COM, INC

Form 4

January 31, 2017

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *

FAIRFAX FINANCIAL
HOLDINGS LTD/ CAN

(Last) (First) (Middle)

95 WELLINGTON STREET WEST,
SUITE 800,

(Street)

TORONTO, A6 M5J 2N7

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading

Symbol

OVERSTOCK.COM, INC [OSTK]

3. Date of Earliest Transaction

(Month/Day/Year)

05/09/2013

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)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	05/09/2013		S		63,500	D	\$ 25.51	3,325,274	I	See Footnote (1)
Common Stock	05/10/2013		S		140,597	D	\$ 25.67	3,184,677	I	See Footnote (1)
Common Stock	01/27/2017		S ⁽²⁾		604,229	D	\$ 16.55	2,580,448	I	See Footnote (1)

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

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.

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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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
FAIRFAX FINANCIAL HOLDINGS LTD/ CAN 95 WELLINGTON STREET WEST, SUITE 800 TORONTO, A6 M5J 2N7		X		
WATSA V PREM ET AL 95 WELLINGTON STREET WEST, SUITE 800 TORONTO, A6 M5J 2N7		X		
1109519 ONTARIO LTD 95 WELLINGTON STREET WEST, SUITE 800 TORONTO, A6 M5J 2N7		X		
SIXTY TWO INVESTMENT CO LTD 1600 CATHEDRAL PLACE 925 WEST GEORGIA ST VANCOUVER, A1 V6C 3L3		X		
810679 ONTARIO LTD 95 WELLINGTON STREET WEST, SUITE 800 TORONTO, A6 M5J 2N7		X		
UNITED STATES FIRE INSURANCE CO 305 MADISON AVENUE MORRISTOWN, NJ 07962		X		

TIG INSURANCE CO
250 COMMERCIAL STREET, SUITE 5000
MANCHESTER, NH 03101

X

Signatures

/s/ Paul Rivett, President, on behalf of Fairfax Financial Holdings Limited	01/31/2017
__Signature of Reporting Person	Date
/s/ V. Prem Watsa	01/31/2017
__Signature of Reporting Person	Date
/s/ V. Prem Watsa, President, on behalf of 1109519 Ontario Limited	01/31/2017
__Signature of Reporting Person	Date
/s/ V. Prem Watsa, President, on behalf of The Sixty Two Investment Company Limited	01/31/2017
__Signature of Reporting Person	Date
/s/ V. Prem Watsa, President, on behalf of 810679 Ontario Limited	01/31/2017
__Signature of Reporting Person	Date
/s/ Paul Rivett, Chief Operating Officer of Hamblin Watsa Investment Counsel Ltd., investment manager of United States Fire Insurance Company	01/31/2017
__Signature of Reporting Person	Date
/s/ Paul Rivett, Chief Operating Officer of Hamblin Watsa Investment Counsel Ltd., investment manager of TIG Insurance Company	01/31/2017
__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) The shares of common stock are held by subsidiaries of Fairfax Financial Holdings Limited.
- (2) Sale to the issuer pursuant to the issuer's stock repurchase program.

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.