

OVERSTOCK.COM, INC  
Form 8-K  
January 30, 2017

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of**  
**the Securities Exchange Act of 1934**

**January 27, 2017**

Date of Report (date of earliest event reported)

**Overstock.com, Inc.**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**000-49799**  
(Commission File Number)

**87-0634302**  
(I.R.S. Employer  
Identification Number)

**799 W. Coliseum Way**

**Midvale, Utah 84121**

(Address of principal executive offices)

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(801) 947-3100

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01                      Material Definitive Agreement.**

On January 27, 2017 Overstock.com, Inc. (the Company ) entered into an oral agreement to purchase 604,229 shares of its common stock from one or more subsidiaries of Fairfax Financial Holdings Limited ( Fairfax ) at \$16.55 per share, for an aggregate purchase price of \$10 million. Prior to the sale of the shares, Fairfax was the beneficial owner of approximately 12.5% of the Company s common stock. After the sale Fairfax was the beneficial owner of approximately 10.4% of the Company s common stock.

**Item 7.01                      Regulation FD Disclosure.**

On January 27, 2017, pursuant to the oral agreement described above, the Company purchased 604,229 shares of its common stock from one or more subsidiaries of Fairfax at \$16.55 per share, for an aggregate purchase price of \$10 million. The purchase was made pursuant to the Company s previously authorized \$25 million stock repurchase program, which was described in the Company s Form 8-K filed May 5, 2015. After the repurchase Fairfax beneficially held approximately 10.4% of the Company s common stock, and the Company s authorized repurchase program was reduced to \$15 million.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**OVERSTOCK.COM, INC.**

By:

*/s/ E. Glen Nickle*  
E. Glen Nickle

Vice President, Legal and acting General Counsel

Date:

January 27, 2017