

OVERSTOCK.COM, INC  
Form 8-K  
February 10, 2016

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

February 4, 2016

Date of Report (date of earliest event reported)

Overstock.com, Inc.

(Exact name of Registrant as specified in its charter)

Delaware

000-49799

(State or other jurisdiction of  
incorporation or organization)

(Commission File Number)

87-0634302

(I.R.S. Employer  
Identification Number)

6350 South 3000 East

Salt Lake City, Utah 84121

(Address of principal executive offices)

(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:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

(e) On February 4, 2016, the Compensation Committee of the Board of Overstock.com, Inc. (the “Company”) approved 2015 bonus payments (calculated pursuant to the Company’s 2015 bonus pool plan) to employees, including the persons named below for whom disclosure may be required by Item 5.02(e) of Form 8-K (the “Officers”). The Compensation Committee did not approve any equity awards to any of the Officers or any modifications to their salaries, but expects to do so in the future.

Name and Title	2015 Bonus
Patrick M. Byrne, Chief Executive Officer (1)	\$---(1)
Stormy D. Simon, President and Director	\$7,059
Jonathan E. Johnson III, Chairman (2)	\$5,487
Robert P. Hughes, Senior Vice President, Finance and Risk Management	\$5,377

(1) The Chief Executive Officer of the Company, Patrick M. Byrne, declined to accept any bonus payment relating to 2015.

(2) Mr. Johnson is Chairman of the Board and an officer of the Company but is no longer serving as an executive officer of the Company.

Certain statements contained in this Form 8-K, including all statements other than statements of historical fact, may constitute “forward-looking statements.” In addition to the uncertainty of all forward-looking information, there are specific risks identified in the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2015 filed with the SEC on November 9, 2015 that the Company faces that could cause actual results to be materially different from those that may be set forth in forward-looking statements made by the Company. There also may be additional risks that the Company does not presently know or that it currently believes are immaterial that could also impair its business and results of operations. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of their dates. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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/ Mitch Edwards  
Mitch Edwards  
Senior Vice President and General Counsel  
Date: February 10, 2016