

OVERSTOCK.COM, INC  
Form SC 13G/A  
February 14, 2014

**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**SCHEDULE 13G**

(Amendment No. 6)\*

Under the Securities Exchange Act of 1934

**Overstock.com, Inc.**

(Name of Issuer)

**Common Stock**

(Title of Class of Securities)

**690370101**

(CUSIP Number)

**December 31, 2013**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 690370101

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Page 2 of 21 Pages

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) V. PREM WATSA
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization CANADIAN
5	Sole Voting Power
6	Shared Voting Power 3,184,677
7	Sole Dispositive Power
8	Shared Dispositive Power 3,184,677
9	Aggregate Amount Beneficially Owned by Each Reporting Person 3,184,677
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/>
11	Percent of Class Represented by Amount in Row 9 13.4%
12	Type of Reporting Person IN

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CUSIP No. 690370101

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1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)	
	1109519 ONTARIO LIMITED	
2	Check the Appropriate Box if a Member of a Group	
	(a)	<input type="radio"/>
	(b)	<input checked="" type="radio"/>
3	SEC Use Only	
4	Citizenship or Place of Organization	
	ONTARIO, CANADA	
	5	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With	6	Shared Voting Power 3,184,677
	7	Sole Dispositive Power
	8	Shared Dispositive Power 3,184,677
9	Aggregate Amount Beneficially Owned by Each Reporting Person	
	3,184,677	
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/>	
11	Percent of Class Represented by Amount in Row 9	
	13.4%	
12	Type of Reporting Person	
	CO	

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1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) THE SIXTY TWO INVESTMENT COMPANY LIMITED	
2	Check the Appropriate Box if a Member of a Group	
	(a)	o
	(b)	x
3	SEC Use Only	
4	Citizenship or Place of Organization BRITISH COLUMBIA, CANADA	
	5	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With	6	Shared Voting Power 3,184,677
	7	Sole Dispositive Power
	8	Shared Dispositive Power 3,184,677
9	Aggregate Amount Beneficially Owned by Each Reporting Person 3,184,677	
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/>	
11	Percent of Class Represented by Amount in Row 9 13.4%	
12	Type of Reporting Person CO	

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1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)	
	810679 ONTARIO LIMITED	
2	Check the Appropriate Box if a Member of a Group	
	(a)	<input type="radio"/>
	(b)	<input checked="" type="checkbox"/>
3	SEC Use Only	
4	Citizenship or Place of Organization	
	ONTARIO, CANADA	
	5	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With	6	Shared Voting Power 3,184,677
	7	Sole Dispositive Power
	8	Shared Dispositive Power 3,184,677
9	Aggregate Amount Beneficially Owned by Each Reporting Person	
	3,184,677	
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/>	
11	Percent of Class Represented by Amount in Row 9	
	13.4%	
12	Type of Reporting Person	
	CO	

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1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) FAIRFAX FINANCIAL HOLDINGS LIMITED
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> o (b) <input checked="" type="radio"/> x
3	SEC Use Only
4	Citizenship or Place of Organization CANADA
5	Sole Voting Power
6	Shared Voting Power 3,184,677
7	Sole Dispositive Power
8	Shared Dispositive Power 3,184,677
9	Aggregate Amount Beneficially Owned by Each Reporting Person 3,184,677
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/> o
11	Percent of Class Represented by Amount in Row 9 13.4%
12	Type of Reporting Person CO

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1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) ODYSSEY REINSURANCE COMPANY
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization CONNECTICUT
5	Sole Voting Power
6	Shared Voting Power 981,300
7	Sole Dispositive Power
8	Shared Dispositive Power 981,300
9	Aggregate Amount Beneficially Owned by Each Reporting Person 981,300
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/>
11	Percent of Class Represented by Amount in Row 9 4.1%
12	Type of Reporting Person IC

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

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1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) UNITED STATES FIRE INSURANCE COMPANY
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization DELAWARE
5	Sole Voting Power
6	Shared Voting Power 1,730,524
7	Sole Dispositive Power
8	Shared Dispositive Power 1,730,524
9	Aggregate Amount Beneficially Owned by Each Reporting Person 1,730,524
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/>
11	Percent of Class Represented by Amount in Row 9 7.3%
12	Type of Reporting Person IC

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With



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1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) TIG INSURANCE COMPANY
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> o (b) <input checked="" type="radio"/> x
3	SEC Use Only
4	Citizenship or Place of Organization CALIFORNIA
5	Sole Voting Power
6	Shared Voting Power 472,853
7	Sole Dispositive Power
8	Shared Dispositive Power 472,853
9	Aggregate Amount Beneficially Owned by Each Reporting Person 472,853
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/> o
11	Percent of Class Represented by Amount in Row 9 2.0%
12	Type of Reporting Person IC

**Item 1. (a)**

**Name of Issuer:**

Overstock.com, Inc.

**Item 1(b)**

**Address of Issuer's Principal Executive Offices:**

6350 South 3000 East, Salt Lake City, Utah, 84121

**Item 2. (a)**

**Name of Person Filing:**

This statement is being jointly filed by the following persons (collectively, the Reporting Persons ):

1. V. Prem Watsa, an individual;
2. 1109519 Ontario Limited ( 1109519 ), a corporation incorporated under the laws of Ontario;
3. The Sixty Two Investment Company Limited ( Sixty Two ), a corporation incorporated under the laws of British Columbia;
4. 810679 Ontario Limited ( 810679 ), a corporation incorporated under the laws of Ontario;
5. Fairfax Financial Holdings Limited ( Fairfax ), a corporation incorporated under the laws of Canada;
6. Odyssey Reinsurance Company, formerly Odyssey America Reinsurance Corporation ( Odyssey ), a corporation incorporated under the laws of Connecticut;
7. United States Fire Insurance Company ( US Fire ), a corporation incorporated under the laws of Delaware; and
8. TIG Insurance Company ( TIG ), a corporation incorporated under the laws of California.

**Item 2(b)**

**Address of Principal Business Office:**

The addresses of the Reporting Persons are as follows:

Edgar Filing: OVERSTOCK.COM, INC - Form SC 13G/A

1. Mr. Watson's business address is 95 Wellington Street West, Suite 800, Toronto, Ontario, Canada, M5J 2N7;
2. The principal business address and principal office address of 1109519 is 95 Wellington Street West, Suite 800, Toronto, Ontario, Canada, M5J 2N7;
3. The principal business address and principal office address of Sixty Two is 1600 Cathedral Place, 925 West Georgia St., Vancouver, British Columbia, Canada, V6C 3L3;
4. The principal business address and principal office address of 810679 is 95 Wellington Street West, Suite 800, Toronto, Ontario, Canada, M5J 2N7;
5. The principal business address and principal office address of Fairfax is 95 Wellington Street West, Suite 800, Toronto, Ontario, Canada, M5J 2N7;
6. The principal business address and principal office address of Odyssey is 300 First Stamford Place, Stamford, Connecticut 06902;
7. The principal business address and principal office address of US Fire is 305 Madison Avenue, Morristown, New Jersey 07962; and
8. The principal business address and principal office address of TIG is 250 Commercial Street, Suite 5000, Manchester, NH 03101.

**Item 2(c) Citizenship:**  
V. Prem Watsa is a citizen of Canada.

**Item 2(d) Title of Class of Securities:**  
Common Stock

**Item 2(e) CUSIP Number:**  
690370101

- Item 3. If this statement is filed pursuant to Rule 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:**
- |     |                                  |   |
|-----|----------------------------------|---|
| (a) | <input type="radio"/>            | Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);  |
| (b) | <input type="radio"/>            | Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);  |
| (c) | <input type="radio"/>            | Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);  |
| (d) | <input type="radio"/>            | Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);  |
| (e) | <input type="radio"/>            | An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);   |
| (f) | <input type="radio"/>            | An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);  |
| (g) | <input type="radio"/>            | A parent holding company or control person, in accordance with §240.13d-1(b)(1)(ii)(G);   |
| (h) | <input type="radio"/>            | A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);   |
| (i) | <input type="radio"/>            | A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3); |
| (j) | <input type="radio"/>            | A non-US institution in accordance with §240.13d-1(b)(1)(ii)(J);  |
| (k) | <input checked="" type="radio"/> | Group, in accordance with §240.13d-1(b)(1)(ii)(K).  |

**Item 4. Ownership.**

Based on the most recent information available, the aggregate number and percentage of the shares of common stock (the Shares) of Overstock.com, Inc. (Overstock) that are beneficially owned by each of the Reporting Persons is set forth in boxes 9 and 11 of the second part of the cover page to this Schedule 13G, and such information is incorporated herein by reference.

The number of Shares as to which each of the Reporting Persons has sole voting power, shared voting power, sole dispositive power and shared dispositive power is set forth in boxes 5, 6, 7 and 8, respectively, on the second part of the cover page to this Schedule 13G, and such information is incorporated herein by reference.

Neither the filing of this Schedule 13G nor the information contained herein shall be deemed to constitute an affirmation by V. Prem Watsa, 1109519, Sixty Two, 810679, Fairfax, Odyssey, US Fire or TIG that such person is the beneficial owner of the Shares referred to herein for purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed.

**Item 5.**  
Not applicable.

**Ownership of Five Percent or Less of a Class.**

**Item 6.**  
Not applicable.

**Ownership of More than Five Percent on Behalf of Another Person.**

**Item 7.**  
Not applicable.

**Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.**

**Item 8.**  
See attached Exhibit No. 1.

**Identification and Classification of Members of the Group.**

**Item 9.**  
Not applicable.

**Notice of Dissolution of Group.**

**Item 10.**

**Certification.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**SIGNATURE**

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2014

V. Prem Watsa

/s/ V. Prem Watsa

**SIGNATURE**

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2014

1109519 Ontario Limited

By:

/s/ V. Prem Watsa  
Name: V. Prem Watsa  
Title: President

**SIGNATURE**

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2014

The Sixty Two Investment Company Limited

By: /s/ V. Prem Watsa  
Name: V. Prem Watsa  
Title: President



**SIGNATURE**

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2014

810679 Ontario Limited

By:

/s/ V. Prem Watsa  
Name: V. Prem Watsa  
Title: President

**SIGNATURE**

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2014

Fairfax Financial Holdings Limited

By: /s/ Paul Rivett  
Name: Paul Rivett  
Title: President

**SIGNATURE**

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2014

Odyssey Reinsurance Company

By:

/s/ Kirk M. Reische  
Name: Kirk M. Reische  
Title: Vice President

**SIGNATURE**

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2014

United States Fire Insurance Company

By:	/s/ James V. Kraus
Name:	James V. Kraus
Title:	Senior Vice President, General Counsel and Secretary

**SIGNATURE**

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2014

TIG Insurance Company

By:	/s/ John J. Bator
Name:	John J. Bator
Title:	CFO, Treasurer, and Sr. Vice President

**Exhibit Index**

<b>Exhibit No.</b>	<b>Description</b>
1	Members of filing group.
2	Joint Filing Agreement dated as of February 14, 2014 among V. Prem Watsa, 1109519 Ontario Limited, The Sixty Two Investment Company Limited, 810679 Ontario Limited, Fairfax Financial Holdings Limited, Odyssey Reinsurance Company, United States Fire Insurance Company and TIG Insurance Company.