

BYRNE JOHN J
Form SC 13G
May 13, 2010

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No.)***

Overstock.com, Inc.

(Name of Issuer)

Common Stock \$0.0001 Par Value

(Title of Class of Securities)

690370 10 1

(CUSIP Number)

May 6, 2010

(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.

1. Names of Reporting Persons
John J. Byrne, Jr.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
United States of America
5. Sole Voting Power
100,000
6. Shared Voting Power
1,087,857
7. Sole Dispositive Power
100,000
8. Shared Dispositive Power
1,087,857
9. Aggregate Amount Beneficially Owned by Each Reporting Person
1,187,857
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
5.2
12. Type of Reporting Person (See Instructions)
IN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

Item 1.

- (a) Name of Issuer
Overstock.com, Inc.
- (b) Address of Issuer's Principal Executive Offices
6350 South 3000 East, Salt Lake City 84121

Item 2.

- (a) Name of Person Filing
John J. Byrne and Dorothy M. Byrne (the Reporting Persons)
- (b) Address of Principal Business Office or, if none, Residence
3 Laramie Road, Etna, NH 03750
- (c) Citizenship
The Reporting Persons are citizens of the United States of America
- (d) Title of Class of Securities
Common Stock, \$0.0001 Par Value
- (e) CUSIP Number
690370 10 1

Item 3.

If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) 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) A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with § 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: _____

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

The number of shares of Common Stock beneficially owned by each Reporting Person is 1,187,857 shares; provided, however, that each of the Reporting Persons hereby disclaims beneficial ownership of the securities described herein except to the extent of his or her pecuniary interest, if any, therein.

(b) Percent of class:

5.2

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

100,000

(ii) Shared power to vote or to direct the vote

1,087,857

(iii) Sole power to dispose or to direct the disposition of

100,000

(iv) Shared power to dispose or to direct the disposition of

1,087,857

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10.

Certification

By signing below each Reporting Person certifies that, to the best of his or her knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the 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 my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

May 11, 2010
Date

/s/ John J. Byrne, Jr.
Signature

John J. Byrne, Jr.
Name/Title

May 11, 2010
Date

/s/ Dorothy M. Byrne
Signature

Dorothy M. Byrne
Name/Title

ATTENTION

Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).