

WATSA V PREM ET AL
Form 3
May 11, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Â FAIRFAX FINANCIAL HOLDINGS LTD/ CAN

2. Date of Event Requiring Statement
(Month/Day/Year)
05/01/2006

3. Issuer Name and Ticker or Trading Symbol
OVERSTOCK.COM, INC [OSTK]

(Last) (First) (Middle)

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

95 WELLINGTON STREET WEST,Â SUITE 800

(Check all applicable)

(Street)

___ Director ___X___ 10% Owner
___ Officer ___ Other
(give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

TORONTO, ONTARIO, CANADA,Â Â M5J 2N7

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|
| Common Stock, \$0.0001 Par Value (?Shares?) | 2,363,467 | I | See Footnote ⁽¹⁾ |

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|---|------------------|-----------------|---------------------|----------------------------|------------------------------|---|------------------|
| 3.75% Convertible Senior Notes (the "Senior Notes") | Â (2) | 12/01/2011 | Common Stock | 483,707 | \$ (3) | I | See Footnote (4) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FAIRFAX FINANCIAL HOLDINGS LTD/ CAN 95 WELLINGTON STREET WEST SUITE 800 TORONTO, ONTARIO, CANADAÂ M5J 2N7 | Â | Â X | Â | Â |
| 1109519 ONTARIO LTD 95 WELLINGTON STREET WEST SUITE 800 TORONTO, ONTARIO, CANADAÂ M5J 2N7 | Â | Â X | Â | Â |
| SIXTY TWO INVESTMENT CO LTD 1600 CATHEDRAL PLACE 925 WEST GEORGIA ST. VANCOUVER, B.C., CANADAÂ V6C 3L3 | Â | Â X | Â | Â |
| 810679 ONTARIO LTD 95 WELLINGTON STREET WEST SUITE 800, TORONTO, ONTARIO, CANADAÂ M5J 2N7 | Â | Â X | Â | Â |
| WATSA V PREM ET AL 95 WELLINGTON STREET WEST SUITE 800, TORONTO, ONTARIO, CANADAÂ M5J 2N7 | Â | Â X | Â | Â |
| ODYSSEY RE HOLDINGS CORP 300 FIRST STAMFORD PLACE STAMFORD,Â CTÂ 06902 | Â | Â X | Â | Â |
| ODYSSEY AMERICA REINSURANCE CORP 300 FIRST STAMFORD PLACE STAMFORD,Â CTÂ 06902 | Â | Â X | Â | Â |
| UNITED STATES FIRE INSURANCE CO 305 MADISON AVENUE MORRISTOWN,Â NJÂ 07962 | Â | Â X | Â | Â |
| LOMBARD GENERAL INSURANCE CO OF CANADA 105 ADELAIDE STREET WEST TORONTO, ONTARIO, CANADAÂ M5H 1P9 | Â | Â X | Â | Â |

NORTH RIVER INSURANCE CO
 305 MADISON AVENUE
 MORRISTOWN, NJ 07962

Â Â X Â Â

Signatures

V. Prem Watsa 05/09/2006

__Signature of Date
 Reporting Person

V. Prem Watsa 05/09/2006

__Signature of Date
 Reporting Person

V. Prem Watsa 05/09/2006

__Signature of Date
 Reporting Person

V. Prem Watsa 05/09/2006

__Signature of Date
 Reporting Person

Paul Rivett 05/09/2006

__Signature of Date
 Reporting Person

Rob Giammarco 05/09/2006

__Signature of Date
 Reporting Person

Rob Giammarco 05/09/2006

__Signature of Date
 Reporting Person

Carol Ann Soos 05/09/2006

__Signature of Date
 Reporting Person

William J.
 Dunlop 05/09/2006

__Signature of Date
 Reporting Person

Valerie Gasparik 05/09/2006

__Signature of Date
 Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) 1,363,467 Shares are held by United States Fire Insurance Company and 1,000,000 Shares are held by Odyssey America Reinsurance Corporation.
- (2) The Senior Notes are currently convertible into Shares.
- (3) The Senior Notes are convertible into a number of Shares equal to the quotient obtained by dividing the principal amount of such Senior Notes by \$76.23, subject to adjustment under certain circumstances.
- (4)

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\$32,623,000 aggregate principal amount of Senior Notes is held by Odyssey America Reinsurance Corporation, \$3,000,000 aggregate principal amount of Senior Notes is held by The North River Insurance Company and \$1,250,000 aggregate principal amount of Senior Notes is held by Lombard General Insurance Company of Canada.

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.