

Johnson Rodney E
Form 4
July 13, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
Johnson Rodney E

2. Issuer Name and Ticker or Trading Symbol
SANDRIDGE ENERGY INC [SD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
123 ROBERT S. KERR AVENUE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
07/10/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP-Reservoir Engineering

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

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

OKLAHOMA
CITY, OK 73102-6406

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	07/10/2009		A		20,000 (1)	A	\$ 0 81,491 D
Common Stock	07/11/2009		F		798	D	\$ 8.77 80,693 D
Common Stock	07/11/2009		F		798	D	\$ 8.77 79,895 D
Common Stock							4,269 I by 401(k)

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

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.

SEC 1474
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Johnson Rodney E
123 ROBERT S. KERR AVENUE
OKLAHOMA CITY, OK 73102-6406

EVP-Reservoir Engineering

Signatures

By: Gaye A. Wilkerson, Power of Attorney

07/13/2009

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(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) Shares of Restricted Stock granted on July 10, 2009, which shall vest twenty-five percent on the 10th day of July of each of the years 2010, 2011, 2012 and 2013.

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. NT-SIZE: 10pt; FONT-FAMILY: Times New Roman; FONT-WEIGHT: bold; DISPLAY: inline">

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

Exhibit No.

Description

99.1

Press Release dated June 4, 2014

2

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.

NETWORK-1 TECHNOLOGIES, INC.

Dated: June 5, 2014

By: /s/ Corey M. Horowitz
Name: Corey M. Horowitz
Title: Chairman & Chief Executive
Officer

EXHIBIT 99.1

FOR IMMEDIATE RELEASE

Corey M. Horowitz, Chairman and CEO
Network-1 Technologies, Inc.
(212) 829-5770

Network-1 Increases its Share Repurchase Program

New York, New York June 4, 2014 - Network-1 Technologies, Inc. (the "Company" or "Network-1") (OTCBB: NTIP) announced today that its Board of Directors has authorized an increase to its previously announced share repurchase program pursuant to Rule 10(b)-18 permitting the Company to repurchase up to an additional \$5,000,000 in shares of the Company's common stock over the next twelve months (for a total of up to \$12,000,000 since inception of the program in August 2011). The Company had previously announced three increases in its share repurchase program (which was initially established at \$2,000,000) totaling \$5,000,000. To date, the Company has repurchased approximately 4,250,000 shares under its program at an average price of \$1.37 per share.

The common stock may be repurchased from time to time in open market transactions or privately negotiated transactions in the Company's discretion. The timing and amount of shares repurchased will be determined by the Company's management based on its evaluation of market conditions and other factors. The share repurchase program may be increased, suspended or discontinued at any time.

"We are very pleased to announce yet another increase to our repurchase program to benefit shareholders at a time when we believe our stock is undervalued," said Corey M. Horowitz, Chairman and CEO of Network-1. "This, our third increase of our share repurchase program, reflects our confidence in the long-term potential for Network-1 and our commitment to increasing shareholder value," he added.

The increase in the share repurchase program was approved by the Company's Board of Directors as part of its ongoing consideration of alternative methods to take advantage of the Company's strong cash position. The Board of Directors believes that increasing the share repurchase program at this time is in the best interests of the Company and its shareholders, and will not impact the Company's ability to execute its growth plans.

ABOUT NETWORK-1 TECHNOLOGIES, INC.

Network-1 Technologies, Inc. is engaged in the development, licensing and protection of its intellectual property and proprietary technologies. Network-1 works with inventors and patent owners to assist in the development and monetization of their patented technologies. It currently owns twenty-one (21) patents covering various telecommunications and data networking technologies as well as technologies relating to document stream operating systems and the identification of media content. Network-1's strategy is to focus on acquiring and developing high quality patents which management believes have the potential to generate significant licensing opportunities as Network-1 has achieved with respect to its Remote Power Patent. Network-1's Remote Power Patent has generated licensing revenue in excess of \$60 million. Network-1 currently has sixteen (16) license agreements with respect to its Remote Power Patent, which include, among others, license agreements with Cisco Systems, Inc., Cisco Linksys, Inc., Extreme Networks, Inc., Netgear Inc., Motorola Solutions, Inc., Allied Telesis, Inc., NEC Corporation and several other data networking vendors. The Remote Power Patent covers the remote delivery of power over Ethernet networks. The Remote Power Patent was granted by the U.S. Office of Patents and Trademarks on April 21, 2001 and expires on March 11, 2020.

This release contains forward-looking statements within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. These statements address future events and conditions concerning Network-1's business plans. Such statements are subject to a number of risk factors and uncertainties as disclosed in the Network-1's Annual Report on Form 10-K for the year ended December 31, 2013 and its Quarterly Report on Form 10-Q for the three months ended March 31, 2014 including, among others, the continued validity of Network-1's Remote Power Patent, the ability of Network-1 to successfully execute its strategy to acquire high quality patents with significant licensing opportunities, Network-1's ability to achieve revenue and profits from the Mirror Worlds Patent Portfolio and the Cox Patent Portfolio as well as intellectual property it may acquire in the future, the ability of Network-1 to enter into additional license agreements, the ability of Network-1 to continue to receive material royalties from its existing license agreements for its Remote Power Patent, the uncertainty of patent litigation, risks related to the reexamination proceeding involving Network-1's Remote Power Patent pending at the United States Patent and Trademark Office, the difficulty in Network-1 verifying royalty amounts owed to it by its licensees, Network-1's ability to enter into strategic relationships with third parties to license or otherwise monetize their intellectual property, the continued viability of the PoE market, future economic conditions and technology changes and legislative, regulatory and competitive developments. Except as otherwise required to be disclosed in periodic reports, Network-1 expressly disclaims any future obligation or undertaking to update or revise any forward-looking statement contained herein.

Corey M. Horowitz, Chairman and CEO
Network-1 Technologies, Inc.
(212) 829-5770
0 width="100%" border=0>
CUSIP No.

55345K103

SCHEDULE 13G

Page

8
of
16

1

NAMES OF REPORTING PERSONS

Millennium Group Management LLC

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

5

SOLE VOTING POWER

-0-

6

SHARED VOTING POWER

4,782,143

7

SOLE DISPOSITIVE POWER

-0-

8

SHARED DISPOSITIVE POWER

4,782,143

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,782,143

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.1%

12 TYPE OF REPORTING PERSON

OO

CUSIP No.

55345K103

SCHEDULE 13G

Page

9
of
16

1 NAMES OF REPORTING PERSONS Israel A. Englander	
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="checkbox"/>	
3 SEC USE ONLY	
4 CITIZENSHIP OR PLACE OF ORGANIZATION United States	
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
5 SOLE VOTING POWER -0-	
6 SHARED VOTING POWER 4,782,143	
7 SOLE DISPOSITIVE POWER -0-	
8 SHARED DISPOSITIVE POWER 4,782,143	
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,782,143	
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="radio"/>	
11	

Explanation of Responses:

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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.1%

12

TYPE OF REPORTING PERSON

IN

CUSIP No.

55345K103

SCHEDULE 13G

Page

10
of
16

Item 1.

(a)Name of Issuer:

MRC Global Inc., a Delaware corporation (the "Issuer").

(b)Address of Issuer's Principal Executive Offices:

Fulbright Tower
1301 McKinney Street, Suite 2300
Houston, Texas 77010

Item 2.

(a)Name of Person Filing:

(b)Address of Principal Business Office:

(c)Citizenship:

Integrated Core Strategies (US) LLC
c/o Millennium Management LLC
666 Fifth Avenue
New York, New York 10103
Citizenship: Delaware

Integrated Assets II LLC
c/o Millennium Management LLC
666 Fifth Avenue
New York, New York 10103
Citizenship: Delaware

Explanation of Responses:

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ICS Opportunities, Ltd.
c/o Millennium International Management LP
666 Fifth Avenue
New York, New York 10103
Citizenship: Cayman Islands

Integrated Assets, Ltd.
c/o Millennium International Management LP
666 Fifth Avenue
New York, New York 10103
Citizenship: Cayman Islands

Millennium International Management LP
666 Fifth Avenue
New York, New York 10103
Citizenship: Delaware

Millennium Management LLC
666 Fifth Avenue
New York, New York 10103
Citizenship: Delaware

Millennium Group Management LLC
666 Fifth Avenue
New York, New York 10103
Citizenship: Delaware

Israel A. Englander
c/o Millennium Management LLC
666 Fifth Avenue
New York, New York 10103
Citizenship: United States

(d)Title of Class of Securities: common stock, par value \$0.01 per share ("Common Stock")

(e)CUSIP Number: 55345K103

CUSIP No.

55345K103

SCHEDULE 13G

Page

11
of
16

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b), 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);
-

CUSIP No.

55345K103

SCHEDULE 13G

Page

12
of
16

(h) o A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(g) o A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);

(i) o 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) o Group, in accordance with §240.13d-1(b)(1)(ii)(J).

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

As of the close of business on July 28, 2017:

i) Integrated Core Strategies (US) LLC, a Delaware limited liability company ("Integrated Core Strategies"), beneficially owned 4,395,864 shares of the Issuer's Common Stock;

ii) Integrated Assets II LLC, a Delaware limited liability company ("Integrated Assets II"), beneficially owned 310,549 shares of the Issuer's Common Stock;

iii) ICS Opportunities, Ltd., an exempted limited company organized under the laws of the Cayman Islands ("ICS Opportunities"), beneficially owned 26,239 shares of the Issuer's Common Stock; and

iv) Integrated Assets, Ltd., an exempted limited company organized under the laws of the Cayman Islands ("Integrated Assets"), beneficially owned 49,491 shares of the Issuer's Common Stock.

Millennium International Management LP, a Delaware limited partnership ("Millennium International Management"), is the investment manager to ICS Opportunities and Integrated Assets and may be deemed to have shared voting control and investment discretion over securities owned by ICS Opportunities and Integrated Assets.

Millennium Management LLC, a Delaware limited liability company ("Millennium Management"), is the general partner of the managing member of Integrated Core Strategies and Integrated Assets II and may be deemed to have shared voting control and investment discretion over securities owned by Integrated Core Strategies and Integrated Assets II. Millennium Management is also the general partner of the 100% shareholder of ICS Opportunities and Integrated Assets and may be deemed to have shared voting control and investment discretion over securities owned by ICS Opportunities and Integrated Assets.

Millennium Group Management LLC, a Delaware limited liability company ("Millennium Group Management"), is the managing member of Millennium Management and may also be deemed to have shared voting control and investment discretion over securities owned by Integrated Core Strategies and Integrated Assets II. Millennium Group Management is also the general partner of Millennium International Management and may be deemed to have shared voting control and investment discretion over securities owned by ICS Opportunities and Integrated Assets.

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Israel A. Englander, a United States citizen ("Mr. Englander"), controls the managing member of Millennium Group Management and may also be deemed to have shared voting control and investment discretion over securities owned by Integrated Core Strategies, Integrated Assets II, ICS Opportunities and Integrated Assets.

The foregoing should not be construed in and of itself as an admission by Millennium International Management, Millennium Management, Millennium Group Management or Mr. Englander as to beneficial ownership of the securities owned by Integrated Core Strategies, Integrated Assets II, ICS Opportunities or Integrated Assets, as the case may be.

(b) Percent of Class:

As of the close of business on July 28, 2017, Millennium Management, Millennium Group Management and Mr. Englander may be deemed to have beneficially owned 4,782,143 shares or 5.1% of the Issuer's Common Stock outstanding (see Item 4(a) above), which percentage was calculated based on 94,473,416 shares of Common Stock outstanding as of April 28, 2017, as per the Issuer's Form 10-Q dated May 5, 2017.

CUSIP No.

55345K103

SCHEDULE 13G

Page

13

of

16

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

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

-0-

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

4,782,143 (See Item 4(b))

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

-0-

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

4,782,143 (See Item 4(b))

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 o .

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.

Not applicable.

Item 8. Identification and Classification of Members of the Group

See Exhibit I.

Item 9. Notice of Dissolution of Group

Not applicable.

Explanation of Responses:

Item 10. Certification

By signing below each of the undersigned certifies that, to the best of its 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.

CUSIP No.

55345K103

SCHEDULE 13G

Page

14

of

16

Exhibits:

Exhibit I: Joint Filing Agreement, dated as of July 28, 2017, by and among Integrated Core Strategies (US) LLC, Integrated Assets II LLC, ICS Opportunities, Ltd., Integrated Assets, Ltd., Millennium International Management LP, Millennium Management LLC, Millennium Group Management LLC and Israel A. Englander.

CUSIP No.

55345K103

SCHEDULE 13G

Page

15
of
16

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information with respect to it set forth in this statement is true, complete, and correct.

Dated: July 28, 2017

INTEGRATED CORE STRATEGIES (US) LLC

By: Integrated Holding Group LP,
its Managing Member

By: Millennium Management LLC,
its General Partner

By: /s/ David Nolan
Name: David Nolan
Title: Vice Chairman

INTEGRATED ASSETS II LLC

By: Integrated Holding Group LP,
its Managing Member

By: Millennium Management LLC,
its General Partner

By: /s/ David Nolan
Name: David Nolan
Title: Vice Chairman

ICS OPPORTUNITIES, LTD.

By: Millennium International Management LP,
its Investment Manager

By: /s/David Nolan

Explanation of Responses:

Edgar Filing: Johnson Rodney E - Form 4

Name: David Nolan
Title: Vice Chairman

INTEGRATED ASSETS, LTD.

By: Millennium International Management LP,
its Investment Manager

By: /s/David Nolan
Name: David Nolan
Title: Vice Chairman

MILLENNIUM INTERNATIONAL MANAGEMENT LP

By: /s/David Nolan
Name: David Nolan
Title: Vice Chairman

MILLENNIUM MANAGEMENT LLC

By: /s/David Nolan
Name: David Nolan
Title: Vice Chairman

MILLENNIUM GROUP MANAGEMENT LLC

By: /s/David Nolan
Name: David Nolan
Title: Vice Chairman

/s/ Israel A. Englander by David Nolan
pursuant to Power of Attorney filed with
the SEC on June 6, 2005
Israel A. Englander

CUSIP No.

55345K103

SCHEDULE 13G

Page

16
of
16

EXHIBIT I JOINT FILING AGREEMENT

This will confirm the agreement by and among the undersigned that the Schedule 13G filed with the Securities and Exchange Commission on or about the date hereof with respect to the beneficial ownership by the undersigned of the Common Stock, par value \$0.01 per share, of MRC Global Inc., a Delaware corporation, will be filed on behalf of each of the persons and entities named below in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated: July 28, 2017

INTEGRATED CORE STRATEGIES (US) LLC

By: Integrated Holding Group LP,
its Managing Member

By: Millennium Management LLC,
its General Partner

By: /s/ David Nolan
Name: David Nolan
Title: Vice Chairman

INTEGRATED ASSETS II LLC

By: Integrated Holding Group LP,
its Managing Member

By: Millennium Management LLC,
its General Partner

By: /s/ David Nolan
Name: David Nolan
Title: Vice Chairman

ICS OPPORTUNITIES, LTD.

By: Millennium International Management LP,
its Investment Manager

By: /s/David Nolan

Explanation of Responses:

Edgar Filing: Johnson Rodney E - Form 4

Name: David Nolan
Title: Vice Chairman

INTEGRATED ASSETS, LTD.

By: Millennium International Management LP,
its Investment Manager

By: /s/David Nolan
Name: David Nolan
Title: Vice Chairman

MILLENNIUM INTERNATIONAL MANAGEMENT LP

By: /s/David Nolan
Name: David Nolan
Title: Vice Chairman

MILLENNIUM MANAGEMENT LLC

By: /s/David Nolan
Name: David Nolan
Title: Vice Chairman

MILLENNIUM GROUP MANAGEMENT LLC

By: /s/David Nolan
Name: David Nolan
Title: Vice Chairman

/s/ Israel A. Englander by David Nolan
pursuant to Power of Attorney filed with
the SEC on June 6, 2005
Israel A. Englander

kground:#CCEEFF;padding:0in 0in 0in 0in;width:2.88%;">

678,966

A

Money market funds

2,363,834

2,363,834

A

Common stock of plan sponsor

3,417,519

3,417,519

A

\$

14,294,454

14,294,454

	Balance at December 31, 2009	Basis of Fair Value Measurements			Technique
		Level 1	Level 2	Level 3	
Mutual funds:					
Index funds	\$ 324,001	324,001			A
Balanced funds	1,174,757	1,174,757			A
Growth funds	2,533,641	2,533,641			A
Fixed income funds	327,622	327,622			A
Money market funds	1,659,463	1,659,463			A
Common stock of plan sponsor	2,789,886	2,789,886			A
	\$ 8,809,370	8,809,370			

Table of Contents

Note 5 - Excess Employee Deferrals

The Plan failed to meet nondiscrimination tests in accordance with the IRS regulations during the 2010 and 2009 Plan years and it was determined certain participants would be refunded a portion of their contributions. The amount accrued for at December 31, 2010 and refunded in 2011 was \$92,938. The amount accrued for at December 31, 2009 and refunded in 2010 was \$108,113.

Note 6 - Tax Status of the Plan

On March 31, 2008, the IRS issued an opinion letter stating that the volume submitter plan document adopted by the Plan, as then designed, qualifies under Section 401(a) of the Code. The plan has not received a determination letter specific to the plan itself; however, the Plan administrator believes that the Plan is designed and being operated in compliance with the applicable requirements of the Code. Therefore, no provision for income taxes is necessary.

GAAP requires plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2010, there were no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any periods in progress.

Note 7 - Parties in Interest

Certain investments of the Plan are shares of funds managed by the Trustee. In addition, the Plan holds an investment in Overstock.com, Inc. common stock. These transactions are considered exempt party-in-interest transactions. The 2010 and 2009 employer discretionary contributions were invested in shares of Overstock.com, Inc. common stock. Fees incurred by the Plan for investment management services totaled \$69,295 for the year ended December 31, 2010.

Note 8 - Unregistered Shares of Overstock.com

In June 2009, the Company discovered that it had inadvertently issued 203,737 more shares of the Company's common stock in connection with the Company's 401(k) plan than had been registered with the Securities and Exchange Commission for offer in connection with the Plan. These shares were contributed to or otherwise acquired by participants in the Plan between August 16, 2006, and June 17, 2009. As a result, certain participants in the Plan may have or have had rescission rights relating to the unregistered shares, although the Company believes that the federal statute of limitations applicable to any such rescission rights would be one year, and that the statute of limitations had already expired at June 30, 2009 with respect to most of the inadvertent issuances.

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On August 31, 2009, the Company entered into a Tolling and Standstill Agreement (the Tolling Agreement) with the Overstock.com, Inc. Employee Benefits Committee (the Committee) relating to the Plan. The Company entered into the Tolling Agreement in order to preserve certain rights, if any, of plan participants who acquired shares of the Company's common stock in the Plan between July 1, 2008 and June 30, 2009 (Purchase Period). In August 2010, the Company made a registered rescission offer to affected participants in the Plan who acquired shares of the Company's common stock during the Purchase Period. The rescission offer applied to shares purchased during the Purchase Period at prices ranging from \$6.77 per share to \$21.17 per share. On October 6, 2010, the Company's rescission offer expired. As a result of the offer, the Company repurchased 1,202 shares of common stock. On October 14, 2010 the Company terminated the Tolling Agreement.

Table of Contents**Note 9 - Reconciliation of the Financial Statements and Schedule H of Form 5500**

The following is a reconciliation of net assets available for benefits as reported in the financial statements to the Form 5500:

	2010		2009
Net assets available for benefits as reported in the financial statements	\$ 14,781,726	\$	9,563,363
Plus corrective distributions payable	92,938		108,113
Plus accrued expenses	9,602		20,115
Less discretionary profit sharing contribution	(589,812)		(882,221)
Net assets available for benefits as reported in the Form 5500	\$ 14,294,454	\$	8,809,370

The following is a reconciliation of the statement of changes of net assets available for benefits as reported in the financial statements to the Form 5500 as of December 31, 2010:

	2010
Contributions as reported in the financial statements	\$ 4,149,964
Plus discretionary profit sharing contribution receivable at December 31, 2009	882,221
Plus corrective distributions payable at December 31, 2010	92,938
Less discretionary profit sharing contribution receivable at December 31, 2010	(589,812)
Contributions as reported in the Form 5500	\$ 4,535,311
Distributions as reported in the financial statements	\$ 896,422
Plus corrective distributions payable at December 31, 2009	108,113
Plus accrued expenses at December 31, 2009	20,115
Less accrued expenses at December 31, 2010	(9,602)
Distributions as reported in the Form 5500	\$ 1,015,048

Note 10 Delinquent Participant Contributions

During 2010, the Company remitted certain participant contributions to the Trustee after the timeframe required by the Department of Labor regulations. In addition, the Company will pay an amount to the Trustee to reflect foregone earnings that would have been credited to participants' accounts if the delinquent remittances had been made on a timely basis. Such amounts are not material to the Plan's financial statements.

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Table of Contents

SUPPLEMENTAL SCHEDULE

OVERSTOCK.COM

401(k) PLAN

Employer Identification Number 87-0634302

Plan Number 001

Schedule H, line 4(i); Schedule of Assets (Held at End of Year)

December 31, 2010

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
*	Fidelity	Fidelity Blue Chip Growth	\$	644,602
*	Fidelity	Fidelity Capital Appreciation		359,388
*	Fidelity	Fidelity Contrafund		890,640
*	Fidelity	Fidelity Diversified International		782,233
*	Fidelity	Fidelity Dividend Growth		314,176
*	Fidelity	Fidelity Equity Income		213,155
*	Fidelity	Fidelity Freedom 2000		48,786
*	Fidelity	Fidelity Freedom 2005		15,661
*	Fidelity	Fidelity Freedom 2010		120,276
*	Fidelity	Fidelity Freedom 2015		62,988
*	Fidelity	Fidelity Freedom 2020		205,210
*	Fidelity	Fidelity Freedom 2025		90,580
*	Fidelity	Fidelity Freedom 2030		259,797
*	Fidelity	Fidelity Freedom 2035		488,185
*	Fidelity	Fidelity Freedom 2040		332,231
*	Fidelity	Fidelity Freedom 2045		229,069
*	Fidelity	Fidelity Freedom 2050		276,083
*	Fidelity	Fidelity Freedom Income		63,149
*	Fidelity	Fidelity Intermediate Bond		678,966
*	Fidelity	Fidelity Low-Priced Stock		476,012
*	Fidelity	Fidelity Mid-Cap Stock		548,767
*	Fidelity	Fidelity Small-Cap Stock		381,613
*	Fidelity	Fidelity Value		499,029
*	Fidelity	Spartan Extended Market Index		150,990
*	Fidelity	Spartan Total Market Index		230,830
*	Fidelity	Spartan U.S. Equity Index		150,685
*	Fidelity	Fidelity Retirement Money Market		2,363,834
**	Overstock.com, Inc.	Common stock of plan sponsor		3,417,519
			\$	14,294,454

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- * Indicates a party-in-interest to the Plan for which statutory exemptions exist.
- ** Investment qualifies as a party-in-interest to the Plan.
- *** Investments are participant-directed, therefore disclosure of cost is not required.

See accompanying report of independent registered accounting firm

Table of Contents

SUPPLEMENTAL SCHEDULE

OVERSTOCK.COM

401(k) PLAN

Employer Identification Number 87-0634302

Plan Number 001

Schedule H, line 4(a); Schedule of Delinquent Participant Contributions

Year Ended December 31, 2010

Participant Contributions Transferred Late to Plan * Check here if Late Participant Loan Repayments are included: o	Total that Constitutes Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
\$ 0	524,645	\$ 524,645		

See accompanying report of independent registered accounting firm

Table of Contents

SIGNATURE

The Plan. Pursuant to the requirements of the Securities and Exchange Act of 1934 the Plan Administrator has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

OVERSTOCK.COM 401(k) PLAN

Date: June 28, 2011

By: /s/ Stephen J. Chesnut
Stephen J. Chesnut
Title: Senior Vice President, Finance and Risk
Management
(principal financial officer)