

MEMORANDUM

TO: File No. 4-627

FROM: Lillian Hagen
Division of Risk, Strategy and Financial Innovation

DATE: October 26, 2011

RE: Meeting with Issuers Regarding Dodd-Frank Section 417(a)(2) Short Sale Study

On February 15, 2011, Bruce Kraus, Amy Edwards, Sandra Mortal, Lillian Hagen, Gopa Biswas, Jonathan Greenstein, Chuck Dale, Christian Sabella, Katrina Wilson, Theresa Hajost, Laura Magyar and Eric Peterson from the Securities and Exchange Commission met with Jonathan Johnson and Jim Welborn from Overstock.com.

The participants discussed issuers' use of currently available short selling information and their interest in and anticipated use of real-time short position and transaction market information. The participants also discussed issuers' views on volunteering for the pilot. They also discussed Overstock's ideas for the study in Section 417(a)(1). Overstock's comments were also submitted to the public file.