

# SECURITIES AND EXCHANGE COMMISSION

## FORM UPLOAD

SEC-originated letters to filers

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### FILED FOR

#### OVERLAND STORAGE INC

CIK: **889930** | IRS No.: **953535285** | State of Incorpor.: **CA** | Fiscal Year End: **0630**

Type: **UPLOAD**

SIC: **3572** Computer storage devices

#### Mailing Address

*4820 OVERLAND AVENUE  
SAN DIEGO CA 92123*

#### Business Address

*4820 OVERLAND AVENUE  
SAN DIEGO CA 92123  
8585715555*

Room 4561

October 5, 2005

Mr. Christopher P. Calisi  
President and Chief Executive Officer  
Overland Storage, Inc.  
4820 Overland Avenue  
San Diego, California 92123

Re: Overland Storage, Inc.  
Schedule 14A filed September 27, 2005  
File No. 0-22071

Dear Mr. Calisi:

This is to advise you that we have limited our review of the above filing to the matters addressed in the comments below. No further review of the filing has been or will be made. Where indicated, we think you should revise your document in response to these comments. If you disagree, we will consider your explanation as to why our comment is inapplicable or a revision is unnecessary. Please be as detailed as necessary in your explanation. In some of our comments, we may ask you to provide us with supplemental information so we may better understand your disclosure. After reviewing this information, we may or may not raise additional comments.

Please understand that the purpose of our review process is to assist you in your compliance with the applicable disclosure requirements and to enhance the overall disclosure in your filing. We look forward to working with you in these respects. We welcome any questions you may have about our comments or any other aspect of our review. Feel free to call us at the telephone numbers listed at the end of this letter.

Proposal No. 2, Amendment to Articles of Incorporation..., page 9

1. You state that the purpose for increasing the number of

authorized shares of common stock is to "provide Overland with the flexibility to issue shares of common stock for proper corporate purposes...such as to raise equity capital, make acquisitions...or reserve additional shares for issuance under equity incentive plans." Revise to disclose whether you presently have any plans, proposals or arrangements to issue any of the newly authorized shares of common stock for any purpose, including future acquisitions and/or financings. If so, please disclose by including materially complete descriptions of the future acquisitions and financing transactions. If not, please state that you have no such plans, proposals, or arrangements, written or otherwise, at this time to issue any of the additional authorized shares of common stock.

2. We note your discussion of the possible anti-takeover effects of the increase in authorized shares. Please also discuss other anti-takeover mechanisms that may be present in your governing documents or otherwise and whether you have any plans or proposals to adopt other provisions or enter into other arrangements that may have material anti-takeover consequences.

\* \* \* \*

As appropriate, please amend your filing and respond to these comments within 10 business days or tell us when you will provide us with a response. You may wish to provide us with marked copies of the amendment to expedite our review. Please furnish a cover letter with your amendment that keys your responses to our comments and provides any requested supplemental information. Detailed cover letters greatly facilitate our review. Please understand that we may have additional comments after reviewing your amendments and responses to our comments.

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filings to be certain that the filings includes all information required under the Exchange Act

and  
that they have provided all information investors require for an  
informed investment decision. Since the company and its  
management  
are in possession of all facts relating to a company's disclosure,  
they are responsible for the accuracy and adequacy of the  
disclosures  
they have made.

In connection with responding to our comments, please  
provide,  
in writing, a statement from the company acknowledging that:

- \* the company is responsible for the adequacy and accuracy of the disclosure in the filing;
- \* staff comments or changes to disclosure in response to staff comments do not foreclose the Commission from taking any action with respect to the filing; and
- \* the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

In addition, please be advised that the Division of  
Enforcement  
has access to all information you provide to the staff of the  
Division of Corporation Finance in connection with our review of  
your  
filing or in response to our comments on your filing.

You may contact Daniel Lee at (202) 551-3477, or Anne  
Nguyen,  
Special Counsel, at (202) 551-3611, with any questions. If you  
need  
further assistance, you may contact me at (202) 551-3730.

Sincerely,

Barbara C. Jacobs  
Assistant Director

cc: Via Facsimile  
Robert L. Wernli, Jr.  
Sheppard, Mullin, Richter & Hampton LLP  
12544 High Bluff Drive  
Suite 300  
San Diego, CA 92130  
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