

OVERSTOCK COM INC  
Form 8-K  
November 29, 2004

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## FORM 8-K

### CURRENT REPORT

*Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934*

November 26, 2004

Date of Report (date of earliest event reported)

### Overstock.com, Inc.

(Exact name of Registrant as specified in its charter)

|                                                                   |  |                          |  |                                            |
|-------------------------------------------------------------------|--|--------------------------|--|--------------------------------------------|
| Delaware                                                          |  | 000-49799                |  | 87-0634302                                 |
| (State or other jurisdiction of<br>incorporation or organization) |  | (Commission File Number) |  | (I.R.S. Employer<br>Identification Number) |
| 6322 South 3000 East, Suite 100<br>Salt Lake City, Utah 84121     |  |                          |  |                                            |
| (Address of principal executive offices)                          |  |                          |  |                                            |
| (801) 947-3100                                                    |  |                          |  |                                            |
| (Registrant's telephone number, including area code)              |  |                          |  |                                            |
| (Former name or former address, if changed since last report)     |  |                          |  |                                            |

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 7.01. Regulation FD Disclosure.**

## Edgar Filing: OVERSTOCK COM INC - Form 8-K

On November 26, 2004 the Company issued a press release announcing that the initial purchasers of the Company's recent sale of \$100 million principal amount of its 3.75% senior convertible notes due 2011 in a private offering have exercised their option to purchase an additional \$20 million principal amount of the Company's notes. A copy of the press release is being filed as Exhibit 99.2 to this Current Report on Form 8-K.

Neither the filing of any press release as an exhibit to this Current Report on Form 8-K nor the inclusion in such press release of a reference to the Company's Internet address shall, under any circumstances, be deemed to incorporate the information available at such Internet address into this Current Report on Form 8-K. The information available at the Company's Internet address is not part of this Current Report on Form 8-K or any other report filed by the Company with the Securities and Exchange Commission.

### Item 9.01. Financial Statements and Exhibits.

|      |                                       |
|------|---------------------------------------|
| (c)  | Exhibits                              |
| 99.1 | Press Release dated November 26, 2004 |

**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 thereunto duly authorized.

OVERSTOCK.COM, INC.

By: /s/DAVID K. CHIDESTER  
David K. Chidester  
Vice President, Finance

Date: November 26, 2004

**EXHIBIT INDEX**

| Exhibit<br>Number | Description                            |
|-------------------|----------------------------------------|
| (c)               | Exhibits                               |
|                   |                                        |
| 99.1              | Press Release dated November 26, 2004. |