

OVERSTOCK COM INC  
Form 8-K  
November 15, 2004

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**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 15, 2004**

Date of Report (date of earliest event reported)

**Overstock.com, Inc.**

(Exact name of Registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation  
or organization)

**000-49799**

(Commission File Number)

**87-0634302**

(I.R.S. Employer  
Identification Number)

**6322 South 3000 East, Suite 100  
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:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

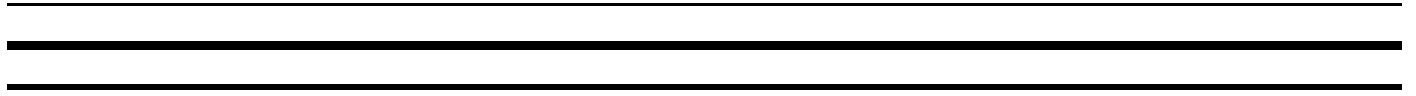
Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

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Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

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Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



**Item 7.01. Regulation FD Disclosure.**

On November 15, 2004, Overstock.com, Inc. issued a press release announcing plans to offer shares of its common stock in an underwritten public offering under its existing shelf registration statement. The text of that press release is being furnished herewith and attached as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits.**

(c)

Exhibits

99.1

Press Release dated November 15, 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

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David K. Chidester  
Vice President, Finance

Date: November 15, 2004

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**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
(c)	Exhibits
99.1	Press Release dated November 15, 2004.
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