

OVERSTOCK COM INC  
Form 8-K  
October 31, 2005

# 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

October 25, 2005

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)

6350 South 3000 East  
Salt Lake City, Utah 84121

(Address of principal executive offices)

(801) 947-3100

(Registrant's telephone number, including area code)

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**(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 5.02  
Principal Officers.**

**Departure of Directors or Principal Officers; Election of Directors; Appointment of**

On October 25, 2005 the Board of Directors of Overstock.com, Inc. (the Company) appointed Mr. Ray J. Groves and Mr. Jason C. Lindsey to the Company's Board of Directors. Mr. Groves has been appointed to serve on the Audit Committee. At the same time, the Board appointed current Board member and Vice Chairman Mr. John J. (Jack) Byrne Chairman, of the Board of Directors.

Mr. Lindsey served as a member of the Board of Directors from 1999 to 2002, as the Company's Chief Financial Officer from 1999 to 2003, and as President for a portion of 2003. Since the beginning of the Company's last fiscal year Mr. Lindsey has exercised options previously granted to him to acquire 123,445 shares of the Company's common stock at a weighted average exercise price of \$5.22 per share.

**Item 9.01**

**Financial Statements and Exhibits**

(d) **Exhibits.** 99.1 Press Release dated October 25, 2005.

*Certain statements contained in this Form 8-K include statements that are forward-looking statements. There are risks that the Company faces that could cause actual results to be materially different from those that may be set forth in forward-looking statements made by the Company. There also may be additional risks that the Company does not presently know or that it currently believes are immaterial which could also impair its business and results of operations. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of their dates. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Additional information regarding factors that could materially affect results and the accuracy of the forward-looking statements contained herein may be found in the Company's Annual Report on Form 10-K for the year ended December 31, 2004 and in the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2005.*

**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.

OVERSTOCK.COM, INC.

By: /s/ David Chidester  
David Chidester  
Vice President, Finance  
Date: October 31, 2005