

OVERSTOCK COM INC  
Form 8-K  
September 13, 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**

September 12, 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)

(Former name or former address, if changed since last report)

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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 3.02 Unregistered Sales of Equity Securities**

On September 12, 2005, an entity wholly owned by High Plains Investments LLC exercised a Warrant dated September 21, 2000 to purchase an aggregate of 330,396 shares of common stock of Overstock.com, Inc. for an aggregate cash exercise price of \$1,404,512.

The issuance of the shares was exempt from the registration provisions of the Securities Act pursuant to Section 4(2) thereof as a transaction not involving a public offering. High Plains Investments LLC is managed by Dr. Patrick M. Byrne, who is Chairman of the Board of Directors and the President of Overstock.com, Inc.

**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/Jonathan E. Johnson  
Jonathan E. Johnson  
Senior Vice President, Corporate Affairs and  
Legal

Date: September 12, 2005