

**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

May 7, 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)

Item 5. Other Events.

On May 7, 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.

Exhibit Number	Description
99.1	Press Release issued May 7, 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 hereunto duly authorized.

OVERSTOCK.COM, INC.

By: /s/ DAVID K. CHIDESTER

David K. Chidester
Vice President, Finance

Date: May 7, 2004

EXHIBIT INDEX

Exhibit Number	Description
99.1	Press Release issued May 7, 2004.

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[Item 5. Other Events.](#)

[SIGNATURE](#)

[EXHIBIT INDEX](#)

FOR IMMEDIATE RELEASE

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**Overstock.com, Inc. Announces
Proposed Common Stock Offering**

SALT LAKE CITY—Overstock.com, Inc. (NASDAQ: OSTK) today announced plans to offer 1,500,000 million shares of common stock in an auction-based underwritten public offering under its existing shelf registration statement. The underwriters will have an option to purchase up to an additional 225,000 shares to cover over-allotments, if any.

WR Hambrecht + Co LLC is acting as the sole book-running manager, and JMP Securities LLC is acting as co-lead manager. The offering will be made through WR Hambrecht + Co's OpenFollowOnSM auction process.

This press release does not constitute an offer to sell or the solicitation of an offer to buy any of the securities. A preliminary prospectus supplement relating to these securities has been filed with the Securities and Exchange Commission but remains subject to completion. These securities may not be sold nor offers to buy be accepted prior to the time the prospectus supplement and related prospectuses are delivered in final form.

Copies of the prospectus supplement and the accompanying prospectus can be obtained from WR Hambrecht + Co LLC, 539 Bryant St., San Francisco, California, 94107, (415) 551-8600 or from JMP Securities LLC located at One Embarcadero Center, Suite 2100, San Francisco, California 94111, (415) 835-8900.

About Overstock.com

Overstock.com Inc. is an online "closeout" retailer offering discount, brand-name merchandise for sale over the Internet. The company offers its customers an opportunity to shop for bargains conveniently, while offering its suppliers an alternative inventory liquidation distribution channel. Overstock.com is a publicly traded company listed on the NASDAQ National Market System, headquartered in Salt Lake City, and can be found online at www.overstock.com.

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Overstock.com is a registered trademark of Overstock.com, Inc. All other trademarks are the property of their respective owners.

This press release contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Such forward-looking statements include, but are not limited to, statements regarding our plans to offer shares of our common stock to the public. These forward-looking statements involve certain risks and uncertainties that could cause actual results to differ from those anticipated, including, but not limited to, the risks inherent in the process of offering common stock under a shelf registration statement, our limited operating history, the possibility of a general downturn in economic conditions, the possibility of a general downturn in the public equity markets or in the market for NASDAQ stocks or for internet retailers, as well as the other risks identified in our Form 10-K for the year ended December 31, 2003, our Form 10-Q for the quarter ended March 31, 2004, our preliminary prospectus supplement filed with the SEC on May 7, 2004 pursuant to Rule 424(b)(5) and all of our subsequent filings with the Securities and Exchange Commission, which identify important factors that could cause the actual results to differ materially from those contained in our forward-looking statements.

QuickLinks

[Overstock.com, Inc. Announces Proposed Common Stock Offering](#)