

OVERSTOCK.COM, INC  
Form 8-K  
February 23, 2007

# 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

February 23, 2007

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)

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)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On February 23, 2007 Mr. John A. Fisher resigned, effective immediately, as a member of the Board of Directors of Overstock.com, Inc. (the Company). Mr. Fisher had been a member of the Audit Committee and of the Compensation Committee. The Company believes that the reason for Mr. Fisher's resignation was his disagreement with the Company's pursuit of litigation it has filed in California against several prominent prime brokerage firms.

**Item 8.01 Other Events**

As a result of Mr. Fisher's resignation, the Company does not have a majority of independent directors on its Board. The Company and the remaining members of the Board intend to take prompt action to cause a majority of the members of the Board to be independent within the meaning of applicable standards.

**Item 9.01 Financial Statements and Exhibits**

(d) **Exhibits.** 99.1 Letter from Mr. John A. Fisher dated February 23, 2007

*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, 2005 and in the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2006.*

**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<br>David Chidester<br>Senior Vice President, Finance |
| Date: | February 23, 2007                                                        |