

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

Date of Report (Date of earliest event reported): November 13, 2000

EGGHEAD.COM, INC.

(Exact name of the Registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

000-29184
(Commission
File Number)

77-0408319
(IRS Employer
Identification No.)

1350 Willow Road, Menlo Park, CA 94025

(Address of principal executive offices) (Zip code)

(650) 470-2400

(The Registrant's telephone number)

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

Item 5. Other Events.

Egghead.com, Inc. (the "Company") has been advised that S. Jerrold Kaplan, Co-Chairman of the Board, has entered into a plan for selling shares of the Company's common stock ("Sales Plan"). The Sales Plan is intended to qualify under Rule 10b5-1 under the Securities Exchange Act of 1934, which specifically contemplates and establishes certain legal benefits for persons who establish such plans.

Under the Sales Plan, beginning in January 2001, 100,000 shares of the Company's shares will be sold during the first 10 trading days in each month pursuant to Rule 144, subject to price and order limitations. The Sales Plan expires November 12, 2001 and automatically renews for successive one-year periods thereafter, unless written notice of non-renewal is provided.

SIGNATURES

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.

Egghead.com, Inc.

Date: January 9, 2001

By: /s/ John E. Labbett

John E. Labbett
Executive Vice President and
Chief Financial Officer