



Overstock Reminds Investors, Broker-Dealers of Trading Requirements of Series A-1 Preferred Shares

May 21, 2020

Series A-1 shares required to be traded on the tZERO ATS

SALT LAKE CITY, May 21, 2020 (GLOBE NEWSWIRE) -- On May 19, 2020, [Overstock.com, Inc.](https://www.overstock.com) (NASDAQ:OSTK) paid a dividend to stockholders of record as of April 27, 2020 in the form of shares of Digital Voting Series A-1 Preferred Stock, OSTKO, which is registered with the Securities Exchange Commission under the Securities Act of 1933.

"It has come to the company's attention that shares of Series A-1 Preferred Stock are being sold on platforms other than the alternative trading system (ATS), operated by tZERO ATS, LLC," said Overstock Chief Executive Officer Jonathan Johnson. "These transfers are in violation of the transfer restrictions imposed on the Series A-1 Preferred Stock by the Certificate of Designation. Overstock is considering all options, including legal action, to stop sales of shares of Series A-1 Preferred Stock in violation of the transfer restrictions."

Section 12(a) of the Certificate of Designation, which was approved by Overstock stockholders in February 2020, states, "Shares of Series A-1 Preferred cannot be sold except through an alternative trading system operated by tZERO ATS, LLC, a broker-dealer registered with the U.S. Securities and Exchange Commission and a member of FINRA and SIPC."

Subject to limited exceptions, shares of Series A-1 Preferred Stock can only be sold through the ATS operated by tZERO ATS, LLC, a broker-dealer registered with the SEC.

In order to trade the Series A-1 shares in compliance with the Certificate of Designation, investors must open or have a brokerage account with an ATS-subscribing broker-dealer, or with a broker-dealer that maintains an account with an ATS-subscribing broker-dealer.

Investor Notice

Investors should note that trading the Series A-1 shares could involve substantial risks, including no guarantee of returns, costs associated with selling and purchasing, no assurance of liquidity which could impact the price and ability to sell, and possible loss of principal invested.

No Offer, Solicitation, Investment Advice or Recommendations

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About Overstock

Overstock.com, Inc *Common Shares (NASDAQ:OSTK) / Digital Voting Series A-1 Preferred Stock (Medici Ventures' tZERO platform:OSTKO) / Series B Preferred (OTCQX:OSTBP)* is an online retailer and technology company based in Salt Lake City, Utah. Its leading e-commerce website sells a broad range of new home products at low prices, including furniture, décor, rugs, bedding, home improvement, and more. The online shopping site, which is visited by tens of millions of customers a month, also features a marketplace providing customers access to millions of products from third-party sellers. Overstock was the first major retailer to accept cryptocurrency in 2014, and in the same year founded Medici Ventures, its wholly owned subsidiary dedicated to the development and acceleration of blockchain technologies to democratize capital, eliminate middlemen, and re-humanize commerce. Overstock regularly posts information about the Company and other related matters on the Newsroom and Investor Relations pages on its website, [Overstock.com](https://www.overstock.com).

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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 all statements other than statements of historical fact, including but not limited to statements regarding trading eligibility of Digital Voting Series A-1 Preferred Stock. 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 fiscal year ended December 31, 2019, which was filed with the SEC on March 13, 2020, and any subsequent filings with the SEC.

About tZERO

tZERO Group, Inc. ("tZERO") is an indirectly-held majority-owned subsidiary of Overstock.com, focusing on the development and commercialization of financial technology (FinTech) based on cryptographically-secured, decentralized ledgers – more commonly known as blockchain technologies. Since its inception, tZERO has pioneered the effort to bring greater efficiency and transparency to capital markets through the integration of blockchain technology. For more information on tZERO, please visit: <https://www.tzero.com/>.

tZERO is not a registered broker-dealer, funding portal, underwriter, investment bank, investment adviser or investment manager, and is not providing brokerage, investment banking or underwriting services, recommendations or investment advice to any person, and does not provide any brokerage services. tZERO takes no part in the negotiation or execution of secondary market transactions for the purchase or sale of securities and at no time has possession of investor funds or securities in connection with such transactions.

About tZERO ATS, LLC

tZERO ATS, LLC is an indirectly-held majority-owned subsidiary of Overstock.com, broker-dealer registered with the SEC and a member of FINRA and SIPC. More information about tZERO ATS, LLC may be found at www.finra.org.

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