



799 W. Coliseum Way
Midvale, Utah 84047

Notice of Annual Meeting of Stockholders

To Be Held at 1:00 p.m. on May 9, 2019

Dear Fellow Stockholders:

We cordially invite you to attend the 2019 Annual Meeting of Stockholders of Overstock.com, Inc. (the "Company"). The meeting will be held at the offices of the Company, located at 799 W. Coliseum Way, Midvale, Utah, at 1:00 p.m. Mountain Time on May 9, 2019. If you plan to attend the meeting, please let us know by checking the "Meeting Attendance" box on your proxy card or by notifying our investor relations department by email at ir@overstock.com no later than 11:59 Eastern Time on May 8, 2019.

At the meeting, holders of our common stock, our Blockchain Voting Series A Preferred Stock and our Voting Series B Preferred Stock (collectively, our "Voting Shares") will vote on the following matters:

1. The election of two Class II directors of the Company to serve terms of three years. The Company's Board of Directors intends to present Kirthi Kalyanam and Joseph J. Tabacco, Jr. for election to the Board; and
2. The ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2019.

Stockholders will also consider and act upon any other matter properly coming before the Annual Meeting.

Following the meeting, we will discuss our business and answer appropriate questions.

Holders of record of shares of our Voting Shares at the close of business on March 12, 2019 are entitled to vote at the meeting and any postponements or adjournments. To ensure that your vote is recorded promptly, **please vote as soon as possible**, even if you plan to attend the meeting in person. We encourage you to vote via the Internet or by telephone. If you received a printed set of proxy materials, you also have the option of voting by completing, signing, dating and returning the proxy card that accompanied the printed materials. Submitting your vote via the Internet or by telephone or proxy card will not affect your right to vote in person if you decide to attend the annual meeting.

We are mailing to some of our stockholders a notice of Internet availability of proxy materials instead of a paper copy of this proxy statement and our Annual Report on Form 10-K for the year ended December 31, 2018 (the "2018 Form 10-K"). The notice contains instructions on how to access those documents via the Internet. The notice also contains instructions on how to request a paper copy of our proxy materials, including this proxy statement, our 2018 Form 10-K and a form of proxy card or voting instruction card, as applicable. Stockholders who do not receive a notice of Internet availability of proxy materials will receive a paper copy of the proxy materials by mail. We anticipate that this process will minimize the costs of printing and distributing our proxy materials.

By Order of the Board of Directors,

Handwritten signature of Allison H. Abraham in black ink.

Allison H. Abraham
Chairwoman of the Board

Handwritten signature of Patrick Byrne in black ink.

Patrick Byrne
Director & Chief Executive Officer

Midvale, Utah
March 18, 2019

**Important Notice Regarding the Availability of Proxy Materials for the
Annual Meeting of Stockholders to be held on May 9, 2019**

The Notice of Annual Meeting, Proxy Statement, and Annual Report on Form 10-K for the fiscal year ended December 31, 2018 are available at <http://www.overstock.com/proxy>.

Whether or not you plan to attend the meeting, please vote via the Internet or by phone or by completing, signing, dating and returning the accompanying Proxy Card in the enclosed self-addressed, stamped envelope.