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**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**

**June 12, 2020**

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)

**799 West Coliseum Way**  
**Midvale, Utah 84047**  
(Address of principal executive offices)

**(801) 947-3100**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

- Emerging growth company

- If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.0001 par value	OSTK	NASDAQ Global Market

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

(d) On June 12, 2020, the Board of Directors (the “Board”) of Overstock.com, Inc. (“Overstock”) appointed William Nettles as a Class III member of the Board. Mr. Nettles’ term began upon his appointment and will run through Overstock’s annual meeting of stockholders in 2023. Mr. Nettles is the Co-Founder and Managing Partner of Invictus Growth Partners, a private equity firm that invests in and advises technology companies. As a director of Overstock, Mr. Nettles will participate in the same compensation program as the other non-employee members of the Board, as described under “Compensation of Directors” in Overstock’s proxy statement dated March 31, 2020 for its 2020 annual meeting of stockholders. Mr. Nettles is not being appointed to any committees of the Board at this time. Overstock also has entered into or intends to enter into an indemnification agreement with Mr. Nettles in substantially the same form as the indemnification agreements entered into by Overstock with each of its other non-employee directors. Mr. Nettles is not and has not been involved in any related-party transactions with Overstock required to be disclosed under Item 404 of Regulation S-K, and does not have any family relationships with any other director, executive officer, or any persons nominated for such positions.

**Item 7.01 Regulation FD**

On June 15, 2020, Overstock issued a press release regarding Mr. Nettles’ appointment as a member of the Board. A copy of the press release is furnished herewith as Exhibit 99.1 and incorporated herein by reference to this Item 7.01.

The information set forth in this Item 7.01 including the information set forth in Exhibit 99.1 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

The following exhibit is furnished with this report:

[99.1](#) Press Release dated June 15, 2020

**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/ E. Glen Nickle*

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E. Glen Nickle

Vice President, Legal, and General Counsel

Date: June 15, 2020

## Overstock Appoints William Nettles to its Board of Directors

**SALT LAKE CITY - June 15, 2020** - The Board of Directors of Overstock.com, Inc. (NASDAQ:OSTK) appointed William Nettles as a new independent director as of June 12, 2020. Nettles is a co-founder and managing partner of Invictus Growth Partners, a private equity firm located in San Francisco, CA that invests in and advises automation-enabled technology companies. He has more than 25 years' experience in technology, investing and corporate finance as a founder, as a senior level corporate executive at Verifone, Lycos and Sungevity, and in investment banking at Credit Suisse.



“We welcome William to the Overstock board,” said Overstock Chairwoman of the Board Allison Abraham. “He has significant expertise and experience in strategy, corporate development and investor relations. As a new board member, he will be able to help guide Overstock in all of these areas.”

“I’m excited to have William join the Overstock team,” said Overstock CEO and Board Member Jonathan Johnson. “For the past several months, we’ve been thoughtful as we’ve looked to expand our board. We found the right person in William. He will be a real asset to the board, bringing additional capital markets and technology investment expertise. He will represent our shareholders well.”

“I am really excited to join the Overstock board. Overstock is a proven leader in its industry and a company with lots of promise, both in its ecommerce business and its several blockchain start-up companies,” said Nettles. “As I’ve met with each of the board members there has been a real chemistry and enthusiasm. I’m ready to help Overstock continue its growth.”

With the addition of Nettles, the Overstock board now has six members, five of whom are independent.

### About William Nettles

William Nettles is a Co-Founder and Managing Partner of Invictus Growth Partners. Previously, William was the Executive Vice President of Sungevity, based in Oakland, CA, where he led the company out of bankruptcy and turned it around into a profitable business in less than a year. Before this, he was the Director of Investments at Pan African Investments (PIC), a New York City-based private investment firm, whose mission was to make an impact in Africa by identifying and investing in technology companies that promote growth and development in the region.

Prior to PIC, William worked at VeriFone for over ten years where he initially served as VP and Head of Corporate Development and Investor Relations and later as the GM of the Middle East and Africa. He was a Corporate Development executive at Lycos prior to this and helped lead the successful sale of Lycos to Terra Networks. William began his career at Credit Suisse, where he was an investment banker, focused on mergers, acquisitions, equity and debt financings.

William is also a Founder and on the Board of Directors of Advanced Mobile Payments, a payment technology solutions company located in Newport Beach, CA,

William is an active mentor with the Sponsors for Education Opportunities career program, a non-profit organization that provides underrepresented minorities with access to internship opportunities on Wall Street.

William is a graduate of the University of California at Berkeley where he holds a B.S. in Business Administration.

## **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.

O, Overstock.com, O.com, Club O, Main Street Revolution, and Worldstock are registered trademarks of Overstock.com, Inc. Other service marks, trademarks and trade names which may be referred to herein 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 all statements other than statements of historical fact, including but not limited to statements about the company's board of directors and other members of leadership. 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, in our Form 10-Q for the quarter ended March 31, 2020, which was filed with the SEC on May 7, 2020, and in our subsequent filings with the SEC.

SOURCE: Overstock.com, Inc.

## **Contacts**

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