

---

---

**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**

**August 4, 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 W. 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))

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

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

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.

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

(d) On August 4, 2020, the Board of Directors (the “Board”) of Overstock.com, Inc. (“Overstock”) appointed Barbara H. Messing as a Class II member of the Board. Ms. Messing’s term began upon her appointment and will run through Overstock’s annual meeting of stockholders in 2022. Ms. Messing held the role of Senior Vice President and Chief Marketing Officer (“CMO”) for Walmart Inc. from 2018 to 2019. Prior to joining Walmart, Ms. Messing served as the Vice President and CMO, and later Senior Vice President and CMO, for TripAdvisor, Inc. from 2011 to 2018.

As a director of Overstock, Ms. Messing 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. Ms. Messing 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 Ms. Messing in substantially the same form as the indemnification agreements entered into by Overstock with each of its other non-employee directors. Ms. Messing 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 August 5, 2020, Overstock issued a press release regarding Ms. Messing’s 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 August 5, 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*

\_\_\_\_\_  
E. Glen Nickle

Vice President, Legal, and General Counsel

Date: August 5, 2020

### Overstock Appoints Barbara Messing to its Board of Directors

**SALT LAKE CITY - Aug. 5, 2020** - The Board of Directors of Overstock.com, Inc. (NASDAQ:OSTK) appointed Barbara Messing as its newest independent director on August 4, 2020. Messing is known for her success in implementing data-driven innovations during her more than two decades of experience in global retail and e-commerce and has been an integral part of leading profitable growth in complex and growth-focused companies.



Messing most recently held the roles of Senior Vice President and Chief Marketing Officer (CMO) for Walmart U.S., leading the marketing organization across the stores and e-commerce business while developing and amplifying the brand strategy at the world's largest retailer. Prior to that she was the SVP and CMO of TripAdvisor, the world's largest travel site. Messing has also served on the board of directors for XO Group during its successful merger with WeddingWire, and on the board of directors for Mashable as it executed the sale of its global multi-platform media and entertainment company in 2017.

"Barbara's experience in leading some of the world's most well known retailers and e-commerce companies will be a significant asset to Overstock," said Overstock Chairwoman of the Board Allison Abraham. "We are confident that her expertise in branding, communications and customers insights will add tremendous value to our board of directors and have a positive impact on our company."

"I'm so pleased to have Barbara join the Overstock board," said Overstock CEO and board member Jonathan Johnson. "She brings the retail and e-commerce expertise I've been looking to add to the board. We will benefit immensely from her knowledge and experience as we continue our march toward long-term sustainable, profitable growth."

"I am thrilled to join the Overstock board. Overstock is not only a leader in its industry, but is also a company with an incredible future for growth and world-class innovation, both in its ecommerce business and its several blockchain start-up companies," said Messing. "I have tremendous respect for Overstock's board and management team, and I look forward to helping Overstock continue its profitable growth trajectory."

Messing is Overstock's second board of directors appointment in 2020 following the June appointment of William Nettles. The company's board now has seven members, six of whom are independent.

## **About Barbara Messing**

Barbara Messing most recently served as the Senior Vice President, Chief Marketing Officer of Walmart, Inc. from 2018-2019. Prior to joining Walmart, she served as Senior Vice President, Chief Marketing Officer of TripAdvisor, Inc. where she worked from 2011 to 2018. Prior to that she served in a number of management positions at Hotwire.com between 2002 and 2011, including Vice President of Customer Experience, and Vice President and General Manager, Travel Ticker. Ms. Messing received her BA from Northwestern University and her JD from Stanford Law School. Ms. Messing is currently a director on the board of Diamond Resorts International and she has previously served on the boards of directors of Mashable, Inc. from 2014-2017 and of XO Group, Inc. from 2014-2018.

## **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 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, which was filed with the SEC on March 13, 2020, 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**

### Investor Relations:

Alexis Callahan  
801-947-5126  
ir@overstock.com

### Media:

Overstock Media Relations  
801-947-3564  
pr@overstock.com