

OMB APPROVAL	
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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Hilton Ronald</u> <hr/> (Last) (First) (Middle) 799 WEST COLISEUM WAY <hr/> (Street) MIDVALE UT 84047 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/08/2019	3. Issuer Name and Ticker or Trading Symbol <u>OVERSTOCK.COM, INC [ OSTK ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Sourcing/Operations Off.</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	4,933	D	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Restricted Stock Units	(1)	10/26/2019	Common Stock	2,667	0.0001	D
Restricted Stock Units	(2)	02/02/2020	Common Stock	1,334	0.0001	D
Restricted Stock Units	(3)	01/26/2021	Common Stock	4,000	0.0001	D
Restricted Stock Units	(4)	02/13/2022	Common Stock	8,000	0.0001	D

**Explanation of Responses:**

- Each restricted stock unit represents a contingent right to receive one share of Overstock.com, Inc. common stock. The restricted stock units will vest at the close of business on October 26, 2019. Vested shares will be delivered to the reporting person promptly after the restricted stock units vest.
- Each restricted stock unit represents a contingent right to receive one share of Overstock.com, Inc. common stock. The restricted stock units will vest at the close of business on February 2, 2020. Vested shares will be delivered to the reporting person promptly after the restricted stock units vest.
- Each restricted stock unit represents a contingent right to receive one share of Overstock.com, Inc. common stock. The restricted stock units will vest in equal installments at the close of business on January 26, 2020 and January 26, 2021. Vested shares will be delivered to the reporting person promptly after the restricted stock units vest.
- Each restricted stock unit represents a contingent right to receive one share of Overstock.com, Inc. common stock. The restricted stock units will vest in equal installments at the close of business on February 13, 2020, February 13, 2021 and February 13, 2022. Vested shares will be delivered to the reporting person promptly after the restricted stock units vest.

/s/ Allison Fletcher (attorney-in-fact) 05/17/2019

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

OVERSTOCK.COM, INC.

LIMITED POWER OF ATTORNEY - SECURITIES LAW COMPLIANCE

The undersigned, as an officer or director of Overstock.com, Inc. (the "Company"), hereby constitutes and appoints, E. Glen Nickle, Vice President, Legal and General Counsel; Allison Fletcher, Deputy General Counsel & Senior Director of Legal Affairs, Legal; Anthony Strong, Vice President, Finance and Contoller; Brian Keller, Senior Manager of Treasury, Finance; and each of them, as the undersigned's true and lawful attorney-in-fact and agent, to complete and execute such Forms 144, Forms 3, 4, and 5 and other forms as any such attorney-in-fact shall in his or her discretion determine to be required or advisable pursuant to Rule 144 promulgated under the Securities Act of 1933, as amended, Section 16 of the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Company, and to do all acts necessary in order to file such forms with the Securities and Exchange Commission, any securities exchange or national association, the Company and such other person or agency as any such attorney-in-fact shall deem appropriate. The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agents shall do or cause to be done by virtue hereof.

This Limited Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless replaced by a Limited Power of Attorney of more recent date, or earlier revoked by the undersigned in a writing delivered to the foregoing attorneys-in-fact.

This Limited Power of Attorney is executed in Salt Lake City, Utah, as of the date set forth below.

/s/ Ronald Hilton

Ronald Hilton

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Signature

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Type or Print Name

Dated: 5/14/2019  
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WITNESS:

/s/ Leslie Lancaster  
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Signature

Leslie Lancaster  
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Type or Print Name

Dated: 5/14/2019  
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