



799 W. Coliseum Way  
Midvale, Utah 84047

## Notice of Annual Meeting of Stockholders

To Be Held at 1:00 p.m. on May 12, 2020

Dear Fellow Stockholders:

We cordially invite you to attend the 2020 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 12, 2020. 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](mailto:ir@overstock.com) no later than 11:59 pm Eastern Time on May 11, 2020.

At the meeting, holders of our common stock, our Digital Voting Series A-1 Preferred Stock and our Voting Series B Preferred Stock (collectively, our "Voting Shares") will vote on the following matters:

1. The election of one Class III director of the Company to serve a term of three years. The Company's Board of Directors intends to present Allison H. Abraham for election to the Board;
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, 2020;
3. A non-binding advisory vote to approve the compensation paid by the Company to its Named Executive Officers (the "Say on Pay Vote"); and
4. To approve an amendment to our Amended and Restated 2005 Equity Incentive Plan to increase the number of shares of common stock reserved for issuance by 1,300,000 shares.

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 20, 2020 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, 2019 (the "2019 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 2019 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 Jonathan E. Johnson III in black ink.

Jonathan E. Johnson III  
*Director & Chief Executive Officer*

Midvale, Utah  
March 31, 2020