
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under §240.14a-12

Overstock.com, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

No fee required.

Fee paid previously with preliminary materials.

Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.

Online

Go to www.envisionreports.com/OSTK or scan the QR code – login details are located in the shaded bar below.

Overstock.com, Inc. Stockholder Meeting Notice**Important Notice Regarding the Availability of Proxy Materials for the Overstock.com, Inc. Stockholder Meeting to be Held on May 18, 2023**

Under Securities and Exchange Commission rules, you are receiving this notice that the proxy materials for the annual stockholders' meeting are available on the Internet. Follow the instructions below to view the materials and vote online or request a copy. The items to be voted on and location of the annual meeting are on the reverse side. Your vote is important!

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. The Notice of Annual Meeting, 2023 Proxy Statement, and 2022 Annual Report on Form 10-K are available at:

www.envisionreports.com/OSTK

**Easy Online Access – View your proxy materials and vote.**

- Step 1:** Go to www.envisionreports.com/OSTK
- Step 2:** Click on **Cast Your Vote** or **Request Materials**.
- Step 3:** Follow the instructions on the screen to log in.
- Step 4:** Make your selections as instructed on each screen for your delivery preferences.
- Step 5:** Vote your shares.

When you go online, you can also help the environment by consenting to receive electronic delivery of future materials.



Obtaining a Copy of the Proxy Materials - If you want to receive a copy of the proxy materials, you must request one. There is no charge to you for requesting a copy. Please make your request as instructed on the reverse side on or before May 8, 2023 to facilitate timely delivery.



Overstock.com, Inc. Stockholder Meeting Notice

The 2023 Annual Meeting of Stockholders of Overstock.com, Inc. will be held on Thursday, May 18, 2023 at 2:00 p.m. Mountain Time, virtually via the internet at www.meetnow.global/MTUWGD5. To access the virtual meeting, you must have the information that is printed in the shaded bar located on the reverse side of this form.

Proposals to be voted on at the meeting are listed below along with the Board of Directors' recommendations.

The Board of Directors recommend a vote FOR the nominees listed in Proposal 1, FOR Proposal 2, FOR Proposal 3, for every 1 YEAR on Proposal 4, and FOR Proposal 5.

1. The election of two Class III directors of the Company, each to serve a term of three years. The Company's Board of Directors intends to present Allison H. Abraham and William B. Nettles, Jr. for election to the Board;
01 - Allison H. Abraham 02 - William B. Nettles, Jr.
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, 2023;
3. A non-binding advisory vote to approve the compensation paid by the Company to its Named Executive Officers (the "Say on Pay Vote");
4. A non-binding advisory vote on the frequency (every one, two or three years) of future Say on Pay Votes (the "Say on Frequency Vote"); and
5. The approval of an amendment to our Amended and Restated 2005 Equity Incentive Plan to increase the number of shares of common stock reserved for issuance by 2,755,000 shares.

Stockholders may consider and act upon any other matter properly coming before the annual meeting.

PLEASE NOTE – YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your shares you must go online or request a paper copy of the proxy materials to receive a proxy card.



Here's how to order a copy of the proxy materials and select delivery preferences:

Current and future delivery requests can be submitted using the options below.

If you request an email copy, you will receive an email with a link to the current meeting materials.

PLEASE NOTE: You must use the number in the shaded bar on the reverse side when requesting a copy of the proxy materials.

- **Internet** – Go to www.envisionreports.com/OSTK. Click Cast Your Vote or Request Materials.
- **Phone** – Call us free of charge at 1-866-641-4276.
- **Email** – Send an email to investorvote@computershare.com with "Proxy Materials Overstock.com, Inc." in the subject line. Include your full name and address, plus the number located in the shaded bar on the reverse side, and state that you want a paper copy of the meeting materials.

To facilitate timely delivery, all requests for a paper copy of proxy materials must be received by May 8, 2023.
