



799 W. Coliseum Way
Midvale, Utah 84047

Notice of Annual Meeting of Stockholders

To Be Held at 1:00 p.m. Mountain Time on May 12, 2022

Dear Fellow Stockholders:

We cordially invite you to attend the 2022 Annual Meeting of Stockholders of Overstock.com, Inc. (the “Company”) at 1:00 p.m. Mountain Time on May 12, 2022. Due to the ongoing public health impact of the coronavirus outbreak (COVID-19) and to support the health and well-being of our employees, stockholders, and our community, the meeting will be a virtual stockholder meeting, conducted via live audio webcast, through which you can examine the list of registered stockholders entitled to vote at the meeting, submit questions, and vote online. The meeting can be accessed by visiting www.meetnow.global/MDDV5FJ and entering your control number (which can be found on your proxy card or notice of internet availability mailed to you).

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 three Class II directors of the Company, each to serve a term of three years. The Company’s Board of Directors intends to present Joseph J. Tabacco, Jr., Dr. Robert J. Shapiro, and Barbara H. Messing 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, 2022;
3. The approval and adoption of an amendment to the Company’s Amended and Restated Certificate of Designation for the Digital Voting Series A-1 Preferred Stock, as set forth in Appendix A to the attached Proxy Statement, to provide that each share of Digital Voting Series A-1 Preferred Stock will be automatically converted into 0.90 of a share of common stock (the “Series A-1 Preferred Proposal”) upon the effective time of the amendment, which proposal is conditioned on the adoption of the Series B Preferred Proposal (as defined below);
4. The approval and adoption of an amendment to the Company’s Amended and Restated Certificate of Designation for the Voting Series B Preferred Stock, as set forth in Appendix B to the attached Proxy Statement, to provide that each share of Voting Series B Preferred Stock will be automatically converted into 0.90 of a share of common stock (the “Series B Preferred Proposal”) upon the effective time of the amendment, which proposal is conditioned on the adoption of the Series A-1 Preferred Proposal; and
5. The approval of one or more adjournments of the Annual Meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the Annual Meeting to approve either the Series A-1 Preferred Proposal or the Series B Preferred Proposal.

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.

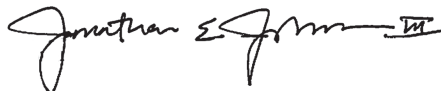
Holders of record of shares of our Voting Shares at the close of business on March 14, 2022 are entitled to vote at the meeting and any postponements or adjournments. To ensure that your vote is recorded promptly, **please submit a proxy as soon as possible**, even if you plan to virtually attend the meeting. We encourage you to submit a proxy to have your shares voted at the meeting via the internet or by telephone. If you received a printed set of proxy materials, you also have the option of submitting your proxy 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 at the meeting if you decide to attend virtually.

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 fiscal year ended December 31, 2021 (the "2021 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 2021 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,



Allison H. Abraham
Chairwoman of the Board of Directors



Jonathan E. Johnson III
Director & Chief Executive Officer

Midvale, Utah
March 23, 2022