
**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**

March 1, 2023
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 March 1, 2023, the Board of Directors (the "Board") of Overstock.com, Inc. ("Overstock") appointed Joanna C. Burkey as a Class I member of the Board. Ms. Burkey's term began upon her appointment and will run through Overstock's annual meeting of stockholders in 2024. Ms. Burkey has served as the Chief Information Security Officer for HP Inc. since April 2020. Prior to joining HP, Ms. Burkey served as the Global Head, Cyber Defense and Deputy Chief Cybersecurity Officer of Siemens AG from September 2018 to April 2020. From April 2016 to September 2018, she served as Chief Information Services Officer, Region Americas of Siemens AG.

As a director of Overstock, Ms. Burkey 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 23, 2022 for its 2022 annual meeting of stockholders. Ms. Burkey 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. Burkey in substantially the same form as the indemnification agreements entered into by Overstock with each of its other non-employee directors. Ms. Burkey 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 March 2, 2023, Overstock issued a press release regarding Ms. Burkey'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

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
104	The XBRL tags on the cover page of this Form 8-K are embedded within the Inline XBRL document
<u>99.1</u>	Press Release dated March 2, 2023

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
Chief Legal Officer

Date: March 2, 2023



Overstock Appoints Joanna Burkey to Board of Directors

Chief Information Security Officer at HP, Inc. with expertise in cybersecurity, digital strategy and architecture, engineering, and risk management.

SALT LAKE CITY – March 2, 2023 – The Board of Directors of Overstock.com, Inc. (NASDAQ:OSTK) has appointed Joanna Burkey as its newest independent director effective March 2, 2023. Burkey is the Chief Information Security Officer (CISO) for HP, Inc. and has more than 25 years of experience in cybersecurity, information technology, data privacy, and digital strategy. With deep expertise in crisis and risk management, she is known for successfully implementing data-driven innovations at multinational corporations, including Siemens, Hewlett-Packard, and 3Com, among others.



In her current role as CISO for HP, Burkey leads global cybersecurity strategy and transformation, overseeing operations and continuous improvement of the company's digital security programs globally. She is passionate about increasing diversity within technology and using her decades of experience in security and risk to serve others.

"We are excited to welcome Joanna to the Overstock Board," said Overstock Chairwoman of the Board, Allison Abraham. "She brings diverse experience in leadership, governance, and technology that will complement the strengths of our current board. Her insights and expertise will be invaluable and further position Overstock for growth and success."

"I am thrilled to welcome Joanna to the Overstock team," said Overstock CEO and Board Member Jonathan Johnson. "She has a commonsense approach, technology and cyber expertise, and strong business acumen that will be an asset to our board. I am eager to add her engaging technical and practical perspective and her thoughtfulness surrounding governance to our Board discussions."

"Overstock is a technology-first company and a trusted brand in the furniture and home furnishings space that I'm very excited to be joining," said Burkey. "I'm enthusiastic about Overstock's strong position in the market and look forward to contributing to its continued growth."

With the addition of Burkey, the Overstock board now has eight members, seven of whom are independent.

About Joanna Burkey

Joanna Burkey is a transformational leader and senior executive with expertise in cybersecurity, information technology, and risk management.

Burkey is currently the Chief Information Security Officer at HP, Inc. and has held a variety of roles throughout her career, primarily focusing on cybersecurity, strategy, engineering, and risk. She has been on the front end of transformational change at leading technology companies in the US and Europe, including HP and Siemens AG.

Throughout her career, Burkey has focused on leading functions and organizations that need turnaround and development to function at their best. This has provided multiple opportunities for Joanna to refine her strategic leadership skills to recognize unique situations, design appropriate outcomes, and enable the optimal path forward in each individual circumstance.

Burkey is also a publicly recognized thought leader. She was named one of the Top Global CISOs of 2022 by Cyber Defense Awards and has been published in multiple articles as well as the book *Tribe of Hackers: Security Leaders*. She has a Computer Science and Mathematics background from both Angelo State University and the University of Texas Austin. She is also an independent director of ReliabilityFirst based in Cleveland OH (where she serves as Chair of the compliance and risk committee) and holds both Directorship Certification from NACD (National Association of Corporate Directors) and Qualified Technology Executive certification from DDN (Digital Directors Network).

About Overstock.com

Overstock.com, Inc. (NASDAQ:OSTK) is an online furniture and home furnishings retailer and technology-focused innovator 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, area rugs, bedding and bath, home improvement, and more. The online shopping site features millions of products that tens of millions of customers visit each month. Overstock regularly posts information about the Company and other related matters on the Newsroom and Investor Relations pages on its website, Overstock.com.

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Cautionary Note Regarding Forward-Looking Statements

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 regarding our board of directors and future actions. 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, 2022, which was filed with the SEC on February 24, 2023., and in our subsequent filings with the SEC.

Contacts

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