



799 W. Coliseum Way
Midvale, Utah 84047

Notice of Annual Meeting of Stockholders

To Be Held at 2:00 p.m. Mountain Time on May 18, 2023

Dear Fellow Stockholders:

We cordially invite you to attend the 2023 Annual Meeting of Stockholders of Overstock.com, Inc. (the “Company”) at 2:00 p.m. Mountain Time on May 18, 2023 (the “Annual Meeting”). In order to provide expanded access and enable more of our stockholders to attend and participate, the meeting will be a virtual stockholder meeting, conducted via live audio webcast, through which you can submit questions, and vote online. The meeting can be accessed by visiting www.meetnow.global/MTUWGD5 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 stock will vote on the following matters:

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;
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 stock reserved for issuance by 2,755,000 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 stock at the close of business on March 20, 2023, 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.

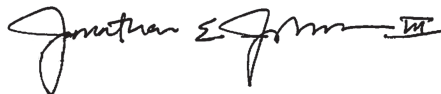
We are mailing to some of our stockholders a notice of internet availability of proxy materials instead of a paper copy of this Proxy Statement and our Annual Report on Form 10-K for the fiscal year ended December 31, 2022 (the "2022 Form 10-K"). The notice contains instructions on how to access those 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 2022 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.

Thank you for being a shareholder. We appreciate your ownership interest in and support of Overstock.

Sincerely,



Allison H. Abraham
Chairwoman of the Board of Directors



Jonathan E. Johnson III
Director & Chief Executive Officer

Midvale, Utah
March 31, 2023