

OVERSTOCK.COM, INC
Form FWP
September 15, 2016

Filed Pursuant to Rule 433

Issuer Free Writing Prospectus

Registration No. 333-203607
September 15, 2016

OVERSTOCK.COM, INC.

Overstock.com, Inc. (the Company) has filed with the Securities and Exchange Commission (the SEC) a Registration Statement on Form S-3 (File No. 333-203607) (the Registration Statement), which became effective on December 9, 2015.

On September 14, 2015 the Company's majority-owned subsidiary t0 issued the following press release. Statements in the article about what the Company or any of its subsidiaries will or may do are all subject to and qualified by any description of any such matters the Company may provide in a final prospectus, including a prospectus supplement, and the Company disavows any such statements to the extent they are inconsistent with the information in the Registration Statement, the information in any of the Company's filings under the Securities Exchange Act of 1934, as amended, or the information in any prospectus supplement the Company may file with the SEC relating to the Registration Statement. Any offer the Company may ultimately make will be made only by a final prospectus, including a prospectus supplement.

Keystone Capital Corporation partners with t0 in first public issuance of blockchain equities

SALT LAKE CITY, Sept. 14, 2016 (GLOBE NEWSWIRE) t0 announced that Keystone Capital Corporation, a securities broker dealer located in San Diego, Calif., has selected t0's blockchain-based trading technology as part of its brokerage service's support of a blockchain preferred share offering from Overstock.com, Inc.

It's no secret that Overstock's own financial technology subsidiary, t0, has been working on a blockchain version of Wall Street, and that Overstock desires to demonstrate its system by issuing a security of its own on the technology it is creating. Keystone Capital has aligned with us in this historic effort, said Overstock.com CEO Patrick M. Byrne. Overstock.com (NASDAQ:OSTK) is the parent company of t0.

Under the license agreement with t0, Keystone Capital will provide brokerage services for market participants seeking to trade blockchain securities. t0 technology will allow investors to create digital trading accounts with Keystone upon commencement of Overstock's issuance subscription period, to be announced.

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Keystone Capital is a visionary company that grasped immediately the importance of the revolutionary technology we've built, said Jonathan Johnson, chairman of Overstock.com's board of directors and president of the company's Medici cryptotechnology subsidiary. It's been a pleasure working with such a forward-leaning firm.

For its part, Keystone Capital found the opportunity to participate in the world's first blockchain-based public equities issuance to be an important step.

We are very excited to be a part of this cutting-edge opportunity. Everyone speaks about using blockchain

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technology, but very few are actually making it happen. We are also thoroughly enjoying working with such a talented group of technologists on the t0 team," said Steven Capozza of Keystone Capital.

Medici, Inc. is Overstock.com's majority-owned financial technology subsidiary, focusing on applying blockchain technology to solving important financial transaction problems, particularly in the area of securities settlement. Overstock.com made financial history in June 2015, as the first public company to issue a private security using blockchain technology. In December 2015, the SEC declared parent company, Overstock.com's S-3 filing effective, giving Overstock.com the ability to issue blockchain shares in a public offering.

The securities described above will be offered by Overstock pursuant to a shelf registration statement on Form S-3, as amended, previously filed with and declared effective by the United States Securities and Exchange Commission (SEC). A prospectus supplement related to the offering will be filed with the SEC. This press release does not constitute an offer to sell or a solicitation of an offer to buy any securities, nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

About t0.com

t0 (pronounced tee-zero) is a majority owned subsidiary of Overstock.com, focusing on the development and commercialization of financial technology (FinTech) based on cryptographically-secured, decentralized ledgers – more commonly known as blockchain technologies. Since its inception in October of 2014, t0.com has pioneered the effort to bring greater efficiency and transparency to capital markets through the integration of blockchain technology. More information is available at t0.com.

About Overstock.com

Overstock.com, Inc. (NASDAQ:OSTK) is an online retailer based in Salt Lake City, Utah that sells a broad range of products at low prices, including furniture, rugs, bedding, electronics, clothing, and jewelry. Worldstock.com is dedicated to selling artisan-crafted products from around the world whereas Main Street Revolution supports small-scale entrepreneurs in the U.S. by providing them a national customer base. Overstock has additional community-focused initiatives such as a Farmers Market and pet adoptions. Forbes ranked Overstock in its list of the Top 100 Most Trustworthy Companies in 2014. Overstock sells internationally under the name O.co. Overstock (<http://www.overstock.com> and <http://www.o.co>) regularly posts information about the company and other related matters under Investor Relations on its website.

About Keystone Capital Corporation

Keystone Capital Corporation is an independent broker-dealer located in San Diego, California. For more than thirty years Keystone has been home to top industry professionals. Keystone conducts business by combining old-school business philosophies with superior technology and resources. Keystone (www.kccbd.com) is a Member of FINRA, SIPC and Registered with The MSRB. Check the background of this firm at www.finra.org/brokercheck.

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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. 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 Form 10-K for the quarter ended December 31, 2015, which was filed with the SEC on March 8, 2016, and any subsequent filings with the SEC.

Overstock.com, Inc. has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement, the applicable prospectus supplement for any securities offered pursuant to the registration statement, and other documents that Overstock.com, Inc. has filed or files in the future with the SEC for more complete information about Overstock.com, Inc. and the offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, Overstock.com, Inc. will arrange to send you the prospectus if you request it by calling 1-801-947-5409.