

BED BATH & BEYOND INC  
Form 8-K  
January 05, 2006

**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**

Date of Report (Date of earliest event reported) **JANUARY 5, 2006**

**BED BATH & BEYOND INC.**

(Exact name of registrant as specified in its charter)

New York

0-20214

11-2250488

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(State of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

**650 Liberty Avenue**

**Union, New Jersey 07083**

(Address of principal executive offices) (Zip code)

**(908) 688-0888**

(Registrant's telephone number, including area code)

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))

**Item 1.01**      **Entry into a Material Definitive Agreement**

Effective January 1, 2006, Bed Bath & Beyond Inc. has adopted the Bed Bath & Beyond Inc. Nonqualified Deferred Compensation Plan (the Plan ) for the benefit of certain employees as described in the Plan. A copy of the Plan is attached as Exhibit 10.1 and incorporated herein by reference.

**Item 9.01**      **Financial Statements and Exhibits**

(d)      Exhibits:

10.1      Bed Bath & Beyond Inc. Nonqualified Deferred Compensation Plan

**SIGNATURES**

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.

**BED BATH & BEYOND INC.**  
(Registrant)

Date: January 5, 2006

By: */s/ Eugene A. Castagna*  
Eugene A. Castagna  
Chief Financial Officer and  
Treasurer

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
10.1	Bed Bath & Beyond Inc. Nonqualified Deferred Compensation Plan.