

BED BATH & BEYOND INC  
Form 8-K  
February 09, 2017

**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) February 7, 2017**

**BED BATH & BEYOND INC.**  
**(Exact name of registrant as specified in its charter)**

**New York**  
**(State or other jurisdiction**  
  
**of incorporation)**

**0-20214**  
**(Commission**  
  
**File Number)**  
**650 Liberty Avenue**

**11-2250488**  
**(I.R.S. Employer**  
  
**Identification No.)**

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**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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

Pursuant to letter agreements entered into on February 7, 2017, each of Warren Eisenberg and Leonard Feinstein, Co-Chairmen of Bed Bath & Beyond Inc. (the Company), has agreed with the Company to 90-day extensions through May 26, 2017 to his employment agreement. The Company and such executives are engaged in discussions respecting revisions to such agreements.

**Item 8.01 Other Events.**

The Company's Board of Directors (the Board) is considering modifications to the Company's governance and executive compensation plans with a view toward addressing the voting results for the shareholder proposals at the Company's 2016 annual meeting, and the Board and management are engaged in discussions with shareholders regarding compensation and governance matters as part of the Company's on-going shareholder outreach program.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits:

- 10.1 Letter agreement dated February 7, 2017 between the Company and Warren Eisenberg
- 10.2 Letter agreement dated February 7, 2017 between the Company and Leonard Feinstein

**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: February 9, 2017

By: /s/ Susan E. Lattmann

Susan E. Lattmann

Chief Financial Officer and Treasurer

(Principal Financial and Accounting Officer)

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
10.1	Letter agreement dated February 7, 2017 between the Company and Warren Eisenberg
10.2	Letter agreement dated February 7, 2017 between the Company and Leonard Feinstein