

<b>OMB APPROVAL</b>	
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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Waltzinger G. William Jr</u>  (Last) (First) (Middle) C/O BED BATH & BEYOND INC. 650 LIBERTY AVENUE  (Street) UNION NJ 07083  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 08/04/2019	3. Issuer Name and Ticker or Trading Symbol <b>BED BATH &amp; BEYOND INC [ BBBY ]</b>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) See Remarks	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.01 per share	78,402.702	D	
Common Stock, par value \$0.01 per share	6,594.408 <sup>(1)</sup>	I	By immediate family member

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Option (right to buy)	(2)	05/10/2020	Common Stock	26,019	68.91	D	
Employee Stock Option (right to buy)	(2)	05/10/2021	Common Stock	26,930	69.775	D	
Employee Stock Option (right to buy)	(2)	05/12/2022	Common Stock	28,626	62.34	D	
Employee Stock Option (right to buy)	(3)	05/11/2023	Common Stock	25,955	70.955	D	
Employee Stock Option (right to buy)	(4)	05/10/2024	Common Stock	50,565	45.525	D	
Employee Stock Option (right to buy)	(5)	05/10/2025	Common Stock	63,178	37.495	D	
Employee Stock Option (right to buy)	(6)	05/10/2026	Common Stock	139,309	16.845	D	
Employee Stock Option (right to buy)	(7)	05/10/2027	Common Stock	143,541	15.681	D	
Performance Stock Units	(8)	(8)	Common Stock	8,265	(9)	D	

**Explanation of Responses:**

- Represents shares held by an immediate family member of Mr. Waltzinger. Mr. Waltzinger disclaims beneficial ownership of such shares.
- The Employee Stock Options are fully exercisable.
- 20,764 shares of the Employee Stock Options are exercisable. The remaining 5,191 will become exercisable on 5/11/2020.
- 30,339 shares of the Employee Stock Options are exercisable. The remaining 20,226 will become exercisable in 2 remaining equal annual installments starting on 5/10/2020.
- 25,271 shares of the Employee Stock Options are exercisable. The remaining 37,907 will become exercisable in 3 remaining equal annual installments starting on 5/10/2020.
- 27,861 shares of the Employee Stock Options are exercisable. The remaining 111,448 will become exercisable in 4 remaining equal annual installments starting on 5/10/2020.
- The Employee Stock Options become exercisable in five equal annual installments commencing on 5/10/2020.
- With certain exceptions, the PSUs vest on 5/10/2020 subject to Mr. Waltzinger's continued service to the Company on such date.
- The PSUs convert on a one-for-one basis into common stock.

**Remarks:**

Mr. Waltzinger is President - Bed Bath & Beyond Business Units. Exhibit 24 - Power of Attorney

/s/ Louis Rambo, Attorney-in-  
Fact 08/14/2019

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**

EXHIBIT 24

LIMITED POWER OF ATTORNEY FOR  
SECTION 16 REPORTING PURPOSES

Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of Peter Samuels, Frank Zarb, Michael Ellis, Louis Rambo, Allan N. Rauch and Sarah Gregory, acting individually, as the undersigned's true and lawful attorney-in-fact, with full power and authority as hereinafter described on behalf of and in the name, place and stead of the undersigned to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Bed Bath & Beyond Inc. (the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder, as amended from time to time (the "Exchange Act");

(2) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to any attorney-in-fact and further approves and ratifies any such release of information;

(3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to prepare, complete and execute any such Form 3, 4 or 5, and any amendments thereto, and timely file such Forms with the United States Securities and Exchange Commission (the "Commission"), the NASDAQ Stock Market and any stock exchange or similar authority as considered necessary or advisable under Section 16(a) of the Exchange Act (including, without limitation, executing and delivering a Form ID to the Commission to obtain EDGAR filing codes); and

(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Limited Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's sole discretion.

The undersigned hereby gives and grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted.

The undersigned hereby acknowledges that (a) the foregoing attorneys-in-fact are serving in such capacity at the request of the undersigned; (b) this Limited Power of Attorney authorizes, but does not require, each such attorney-in-fact to act in their discretion on information provided to such attorney-in-fact without independent verification of such information; (c) any documents prepared and/or executed by any attorney-in-fact on behalf of the undersigned pursuant to this Limited Power of Attorney shall be in such form and shall contain such information and disclosure as such attorney-in-fact, in his or her sole discretion, deems necessary or advisable; (d) neither the Company nor any attorney-in-fact assumes (i) any liability for the undersigned's responsibility to comply with the requirements of the Exchange Act, (ii) any liability of the undersigned for any failure to comply with such requirements, or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act; and (e) this Limited Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Exchange Act, including, without limitation, the reporting requirements under Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of, and transactions in, securities issued by the Company, unless earlier revoked as to any attorney-in-fact by

the undersigned in a signed writing delivered to such attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power  
of Attorney to be executed as of this 9th day of August, 2019.

/s/ G. William Waltzinger, Jr.

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G. William Waltzinger, Jr.