

**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 8, 2021 (January 7, 2021)**

**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)

**11-2250488**  
(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
<b>Common stock, \$.01 par value</b>	<b>BBBY</b>	<b>The Nasdaq Stock Market LLC (Nasdaq Global Select Market)</b>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On January 7, 2021, Bed Bath & Beyond Inc. (the “Company”) entered into an additional \$150 million accelerated share repurchase agreement (the “ASR Agreement”) with JPMorgan Chase Bank, National Association (the “Bank”). The Company will acquire shares under the ASR Agreement as part of its \$825 million share repurchase authorization (the “Share Repurchase Authorization”). After giving effect to the ASR Agreement, \$450 million will remain available for share repurchases under the Share Repurchase Authorization.

Pursuant to the terms of the ASR Agreement, on January 11, 2021, the Company will pay the Bank \$150 million in cash and expects to receive approximately five million shares of the Company’s common stock. The exact number of shares repurchased under the ASR Agreement will be calculated using a purchase price per share determined based on the daily volume-weighted average stock price over the term of the ASR Agreement, less an agreed discount and subject to adjustments. At final settlement, the Bank may be required to deliver additional shares to the Company, or, under certain limited circumstances, the Company may be required to deliver shares of its common stock or may elect to make an additional cash payment to the Bank. The ASR Agreement contains provisions customary for agreements of this type, including provisions for adjustments to the transaction terms, the circumstances under which the ASR Agreement may be accelerated, extended or terminated early by the Bank and various acknowledgments, representations and warranties made by the parties to one another. Final settlement of the ASR Agreement is expected to be completed during the Company’s fiscal 2020 fourth quarter ending on February 27, 2021, with the settlement date determined at the Bank’s option within an agreed range.

The foregoing description of the ASR Agreement is qualified in its entirety by reference to the ASR Agreement, a copy of which is filed as Exhibit 10.1 and incorporated herein by reference.

**Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

The information in Item 1.01 is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit No.	Description
10.1	<a href="#">Master Confirmation between JPMorgan Chase Bank, National Association and Bed Bath &amp; Beyond Inc., dated October 28, 2020 (incorporated by reference to Exhibit 10.1 of the Current Report on Form 8-K filed on October 28, 2020).</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

*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 thereunto duly authorized.

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

Date: January 8, 2021

By: /s/ Gustavo Arnal  
Gustavo Arnal  
Chief Financial Officer and Treasurer  
(Principal Financial and Accounting Officer)