

**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): April 24, 2023

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
(Address of principal executive offices)

07083
(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(s) | Name of each exchange on which registered |
|--------------------------------|-------------------|--|
| Common Stock, \$0.01 par value | BBBY | The Nasdaq Stock Market LLC (Nasdaq Global Select Market) |

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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing

As previously disclosed, on April 23, 2023, Bed Bath and Beyond, Inc. (the “Company”) and certain of its direct and indirect subsidiaries filed a voluntary petition for relief (the “Chapter 11 Cases”) under Chapter 11 of the U.S. Bankruptcy Code in the U.S. Bankruptcy Court for the District of New Jersey. The Chapter 11 Cases are being jointly administered under the caption *In re: Bed Bath, et al.*, Cases No. 23-13359 through 23-13432.

On April 24, the Company received written notice (the “Delisting Notice”) from the Listing Qualifications Department of the Nasdaq Stock Market LLC (“Nasdaq”) notifying the Company that, as a result of the Chapter 11 Cases and in accordance with Nasdaq Listing Rules 5101, 5110(b) and IM-5101-1, Nasdaq had determined that the Company’s common stock will be delisted from Nasdaq. The Company does not intend to appeal this determination.

Trading of the Company’s common stock will be suspended at the opening of business on May 3, 2023.

Item 7.01. Regulation FD Disclosure.***Press Release***

On April 25, 2023, the Company issued a press release announcing the delisting of the Company’s common stock from Nasdaq and the cancellation of the Company’s previously-scheduled Special Meeting (as defined below). A copy of the press release is attached hereto as Exhibit 99.1.

The information furnished in this Item 7.01 to this Current Report on Form 8-K (including Exhibit 99.1) shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and shall not be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

Item 8.01. Other Events.***Special Meeting of Shareholders***

On April 25, 2023, in light of the filing of the Chapter 11 Cases, the Board of Directors of the Company determined to cancel the special meeting of shareholders, previously scheduled for May 9, 2023 (the “Special Meeting”) and to withdraw the proposals to have been submitted to shareholders at the Special Meeting.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|--|
| 99.1 | Press release, dated April 25, 2023 |
| 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 hereunto duly authorized.

Date: April 25, 2023

BED BATH & BEYOND INC.

By: /s/ David M. Kastin

David M. Kastin
Executive Vice President, Chief Legal Officer & Corporate
Secretary

Bed Bath & Beyond Inc.

Bed Bath & Beyond Inc. Receives NASDAQ Delisting Notice

Special Meeting of Shareholders Cancelled

UNION, New Jersey, April 25, 2023 - Bed Bath & Beyond Inc. (Nasdaq: BBBY), today announced that it was notified by the Listing Qualifications Department of The Nasdaq Stock Market LLC (“Nasdaq”) that Nasdaq had determined to delist the Company’s common stock as a result of the Company’s commencement of voluntary proceedings under Chapter 11 of the United States Bankruptcy Code. Nasdaq informed the Company that trading in the Company’s common stock would be suspended at the opening of business on May 3, 2023.

Additionally, the Company is also announcing the cancellation of its previously announced Special Meeting of Shareholders that was scheduled for May 9, 2023. The Company is also withdrawing from consideration all proposals set forth in the Company’s Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on April 5, 2023.

Bed Bath & Beyond Inc. and certain of its subsidiaries filed for voluntary Chapter 11 protection on April 23, 2023.

About the Company

Bed Bath & Beyond Inc. and subsidiaries (the “Company”) is an omnichannel retailer that makes it easy for our customers to feel at home. The Company sells a wide assortment of merchandise in the Home, Baby, Beauty and Wellness markets. Additionally, the Company is a partner in a joint venture which operates retail stores in Mexico under the name Bed Bath & Beyond.

The Company operates websites at bedbathandbeyond.com and buybuybaby.com.

CONTACTS:

INVESTORS: Susie A. Kim, IR@bedbath.com

MEDIA: Julie Strider, Media@bedbath.com