
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

SCHEDULE 14A

**PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only** (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Bed Bath & Beyond Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:



Bed Bath & Beyond Inc.
650 Liberty Avenue
Union, New Jersey 07083

NOTICE OF CHANGE OF FORMAT AND LOCATION OF ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON JULY 14, 2020

To the Shareholders of Bed Bath & Beyond Inc. (the "Company"):

In light of the continued public health concerns regarding the COVID-19 pandemic, and to protect the well-being of our shareholders, NOTICE IS HEREBY GIVEN that the format and location of the 2020 Annual Meeting of Shareholders of the Company (the "Annual Meeting") have changed to a virtual-only meeting. As discussed in the Company's proxy statement (the "Proxy Statement") made available in connection with the Annual Meeting (filed with the U.S. Securities and Exchange Commission on June 18, 2020), the Company intended to hold the Annual Meeting solely by means of remote communication with no in-person location if allowed by applicable law. The Governor of the State of New York has extended the executive order permitting New York corporations to hold virtual only meetings through the date of the Annual Meeting. Accordingly, the Annual Meeting, to be held on Tuesday, July 14, 2020 at 10:00 A.M. Eastern Daylight Time, will be held only virtually via the Internet, and you will no longer have the option to attend the Annual Meeting in person.

We have designed the format of the Annual Meeting to ensure that shareholders are offered similar participation opportunities as they would at an in-person meeting, using online tools to ensure shareholder access and participation. As part of the Annual Meeting, we will hold a designated question-and-answer period during which we intend to answer questions submitted during the meeting that are pertinent to the Company and meeting matters, as time permits.

As described in the Proxy Statement, you are entitled to attend and vote at the Annual Meeting if you held shares of the Company as of the close of business on June 5, 2020, the record date for the Annual Meeting.

To attend the virtual Annual Meeting, you will need to log in to www.virtualshareholdermeeting.com/BBBY2020 using the 16-digit control number provided to you either on your proxy card or voting instruction form. The Annual Meeting will begin promptly at 10:00 A.M., Eastern Daylight Time. We encourage shareholders to access the meeting prior to the start time and allow ample time for check-in procedures. Online check-in will begin at 9:45 A.M., Eastern Daylight Time. If you encounter any technical difficulties during the check-in process or during the meeting, please call the technical support number on the meeting website for assistance.

You may vote your shares in advance of the Annual Meeting by submitting a proxy at www.proxyvote.com or by calling the toll-free telephone number found on the proxy card or voting instruction form. To vote during the Annual Meeting, you must log in to www.virtualshareholdermeeting.com/BBBY2020 using your control number and follow the instructions available on the meeting website.

Whether or not you plan to attend the Annual Meeting, we urge you to vote and submit your proxy in advance of the meeting using one of the methods described in the proxy statement.

By Order of the Board of Directors,

Arlene Hong
Executive Vice President, Chief Legal Officer and
Corporate Secretary