
**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) July 21, 2020

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
Common stock, \$.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 7.01 Regulation FD Disclosure.

On July 21, 2020, Bed Bath & Beyond Inc. (the “Company”) and 1-800-FLOWERS.COM, Inc. issued a joint press release announcing that the companies have entered into a settlement agreement with respect to the litigation relating to the previously announced sale of PersonalizationMail.com by the Company. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference into this Item 7.01.

The information in Item 7.01 of this Current Report on Form 8-K (including the exhibit attached hereto) is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liability of such section or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Joint Press Release issued by Bed Bath & Beyond Inc. and 1-800-FLOWERS.COM, Inc. on July 21, 2020
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: July 21, 2020

By: /s/ Gustavo Arnal

Gustavo Arnal

Chief Financial Officer and Treasurer

(Principal Financial and Accounting Officer)

1-800-FLOWERS.COM, INC.

BED BATH &
BEYOND

**Bed Bath & Beyond Inc. and 1-800-FLOWERS.COM, INC. Enter into Settlement
Agreement to Complete Sale of PersonalizationMall.com**

UNION, N.J. and CARLE PLACE, N.Y., July 21, 2020 — Bed Bath & Beyond Inc. (Nasdaq: BBBY) and 1-800-FLOWERS.COM, Inc. (Nasdaq: FLWS) today announced that the companies have entered into a settlement agreement with respect to the litigation relating to the previously announced sale of PersonalizationMall.com.

As part of this agreement, 1-800-FLOWERS.COM has agreed to move forward with its purchase of PersonalizationMall.com from Bed Bath & Beyond for \$245 million, subject to certain working capital and other adjustments. The companies anticipate the transaction to close on or before August 3, 2020, subject to customary closing requirements. The closing of the transaction is not subject to any regulatory or financing conditions.

Upon close of the transaction, Bed Bath & Beyond will withdraw its existing litigation against 1-800-FLOWERS.COM and 800-FLOWERS, INC. related to the purchase agreement previously announced on February 18, 2020.

Advisors to Bed Bath & Beyond on this transaction include Goldman Sachs & Co LLC and Proskauer Rose LLP.

Advisors to 1-800-FLOWERS.COM on this transaction include Citigroup Global Markets, Inc. and Cahill Gordon & Reindel LLP.

About 1-800-FLOWERS.COM, INC.

1-800-FLOWERS.COM, Inc. is a leading provider of gifts designed to help customers *express, connect and celebrate*. The Company's Celebrations Ecosystem features our all-star family of brands, including: 1-800-Flowers.com[®], 1-800-Baskets.com[®], Cheryl's Cookies[®], Harry & David[®], Shari's Berries[®], FruitBouquets.com[®], Moose Munch[®], The Popcorn Factory[®], Wolferman's BakerySM, Personalization Universe[®], Simply Chocolate[®], and Goodsey[®]. We also offer top-quality steaks and chops from Stock Yards[®]. Through the Celebrations Passport[®] loyalty program, which provides members with free standard shipping and no service charge across our portfolio of brands, 1-800-FLOWERS.COM, Inc. strives to deepen relationships with customers. The Company also operates BloomNet[®], an international floral wire service providing a broad-range of products and services designed to help professional florists grow their businesses profitably; NapcoSM, a resource for floral gifts and seasonal décor; and DesignPac Gifts, LLC, a manufacturer of gift baskets and towers. 1-800-FLOWERS.COM, Inc. was recognized as the 2019 Mid-Market Company of the Year by CEO Connection. Shares in 1-800-FLOWERS.COM, Inc. are traded on the NASDAQ Global Select Market, ticker symbol: FLWS. For more information, visit 1800flowersinc.com or follow [@1800FLOWERSInc](https://twitter.com/1800FLOWERSInc) on Twitter.

About Bed Bath & Beyond Inc.

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 domestic merchandise and home furnishings. The Company also provides a variety of textile products, amenities and other goods to institutional customers in the hospitality, cruise line, healthcare and other industries. Additionally, the Company is a partner in a joint venture which operates retail stores in Mexico under the name Bed Bath & Beyond.

Forward Looking Statements

This press release contains forward-looking statements, including, but not limited to, the closing of the sale of PersonalizationMall.com and the timing thereof. Many of these forward-looking statements can be identified by use of words such as may, will, expect, anticipate, approximate, estimate, assume, continue, model, project, plan, goal, and similar words and phrases, although the absence of those words does not necessarily mean that statements are not forward-looking. Actual results may differ materially from those expressed in any such forward-looking statements as a result of many factors, including those specified above. Neither Bed Bath & Beyond Inc. nor 1-800-FLOWERS.COM, Inc. undertakes any obligation to update any such forward-looking statements.

Media Contacts

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