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The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM D

OMB APPROVAL	
OMB Number:	3235-0076
Estimated average burden hours per response:	4.00

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number)

[0000886158](#)

Name of Issuer

[BED BATH & BEYOND INC](#)

Jurisdiction of Incorporation/Organization

[NEW YORK](#)

Year of Incorporation/Organization

Over Five Years Ago

Within Last Five Years (Specify Year)

Yet to Be Formed

Previous Names

None

Entity Type

Corporation

Limited Partnership

Limited Liability Company

General Partnership

Business Trust

Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer

[BED BATH & BEYOND INC](#)

Street Address 1

[650 Liberty Avenue](#)

Street Address 2

City

[Union](#)

State/Province/Country

[NEW JERSEY](#)

ZIP/PostalCode

[07083](#)

Phone Number of Issuer

[\(908\) 688-0888](#)

3. Related Persons

Last Name

[Gove](#)

First Name

[Sue](#)

Middle Name

Street Address 1

[650 Liberty Avenue](#)

Street Address 2

City

[Union](#)

State/Province/Country

[NEW JERSEY](#)

ZIP/PostalCode

[07083](#)

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name

[Crossen](#)

First Name

[Laura](#)

Middle Name

Street Address 1

[650 Liberty Avenue](#)

Street Address 2

City

[Union](#)

State/Province/Country

[NEW JERSEY](#)

ZIP/PostalCode

[07083](#)

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name

[Bowen](#)

First Name

[Marjorie](#)

Middle Name

Street Address 1

[650 Liberty Avenue](#)

Street Address 2

City

[Union](#)

State/Province/Country

[NEW JERSEY](#)

ZIP/PostalCode

[07083](#)

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Edelman	Harriet	
Street Address 1	Street Address 2	
650 Liberty Avenue		
City	State/Province/Country	ZIP/PostalCode
Union	NEW JERSEY	07083
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Kirwan	Jeffrey	A.
Street Address 1	Street Address 2	
650 Liberty Avenue		
City	State/Province/Country	ZIP/PostalCode
Union	NEW JERSEY	07083
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Lombard	Shelly	
Street Address 1	Street Address 2	
650 Liberty Avenue		
City	State/Province/Country	ZIP/PostalCode
Union	NEW JERSEY	07083
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Rosenzweig	Benjamin	
Street Address 1	Street Address 2	
650 Liberty Avenue		
City	State/Province/Country	ZIP/PostalCode
Union	NEW JERSEY	07083
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Schechter	Joshua	E.
Street Address 1	Street Address 2	
650 Liberty Avenue		
City	State/Province/Country	ZIP/PostalCode
Union	NEW JERSEY	07083
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Shah	Minesh	
Street Address 1	Street Address 2	
650 Liberty Avenue		
City	State/Province/Country	ZIP/PostalCode
Union	NEW JERSEY	07083
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
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Weiss Andrea M.
Street Address 1 Street Address 2
650 Liberty Avenue
City State/Province/Country ZIP/PostalCode
Union NEW JERSEY 07083
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
Yerger Ann
Street Address 1 Street Address 2
650 Liberty Avenue
City State/Province/Country ZIP/PostalCode
Union NEW JERSEY 07083
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
Gupta Anu
Street Address 1 Street Address 2
650 Liberty Avenue
City State/Province/Country ZIP/PostalCode
Union NEW JERSEY 07083
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
Sichel Bart
Street Address 1 Street Address 2
650 Liberty Avenue
City State/Province/Country ZIP/PostalCode
Union NEW JERSEY 07083
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
Markoe Lynda
Street Address 1 Street Address 2
650 Liberty Avenue
City State/Province/Country ZIP/PostalCode
Union NEW JERSEY 07083
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
Sirhal Mara
Street Address 1 Street Address 2
650 Liberty Avenue
City State/Province/Country ZIP/PostalCode
Union NEW JERSEY 07083
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
Wu Patty
Street Address 1 Street Address 2
650 Liberty Avenue

City Union State/Province/Country NEW JERSEY ZIP/PostalCode 07083

Relationship: [X] Executive Officer [] Director [] Promoter

Clarification of Response (if Necessary):

4. Industry Group

- Agriculture, Banking & Financial Services, Business Services, Energy, Health Care, Manufacturing, Real Estate, Retailing, Restaurants, Technology, Travel, etc.

5. Issuer Size

- Revenue Range: No Revenues, \$1 - \$1,000,000, etc. OR Aggregate Net Asset Value Range: No Aggregate Net Asset Value, \$1 - \$5,000,000, etc.

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- Rule 504(b)(1) (not (i), (ii) or (iii)), Rule 506(c), Securities Act Section 4(a)(5), Investment Company Act Section 3(c), Section 3(c)(1) through 3(c)(14)

7. Type of Filing

- [] New Notice Date of First Sale [] First Sale Yet to Occur

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes No

9. Type(s) of Securities Offered (select all that apply)

- Equity
- Debt
- Option, Warrant or Other Right to Acquire Another Security
- Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
- Pooled Investment Fund Interests
- Tenant-in-Common Securities
- Mineral Property Securities
- Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary):

The offer was made in connection with a privately negotiated exchange agreement with an existing holder of the issuer's 4.915% Senior Notes due 2034 and 5.165% Senior Notes due 2044.

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient (Associated) Broker or Dealer None

Street Address 1 City State(s) of Solicitation (select all that apply) Check "All States" or check individual States All States Foreign/non-US

Recipient CRD Number None (Associated) Broker or Dealer CRD Number None

Street Address 2 State/Province/Country ZIP/Postal Code

13. Offering and Sales Amounts

Total Offering Amount \$10,331,540 USD or Indefinite

Total Amount Sold \$10,331,540 USD

Total Remaining to be Sold \$0 USD or Indefinite

Clarification of Response (if Necessary):

Reflects the issuance of 2,762,444 shares of common stock of the issuer. Offering amount based on the closing price of the issuer's common stock on November 14, 2022, being \$3.74.

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$0 USD Estimate

Finders' Fees \$0 USD Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Bed Bath & Beyond Inc	/s/ Laura Crossen	Laura Crossen	Interim Chief Financial Officer	2022-12-06

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.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.
