

BED BATH & BEYOND INC
Form 8-K
July 01, 2009

**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) **June 30, 2009**

BED BATH & BEYOND INC.

(Exact name of registrant as specified in its charter)

New York
(State 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:

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4 (c))
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Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

At the 2009 Annual Meeting of Shareholders of Bed Bath & Beyond Inc. (the "Company") held on June 30, 2009, the shareholders of the Company approved the Company's proposals to approve the following amendments to the Company's Restated Certificate of Incorporation (the "Certificate of Incorporation") and Amended By-laws (the "By-laws"): (i) adopting majority voting for the election of directors in non-contested elections; (ii) eliminating supermajority voting provisions; and (iii) adding a new article to the Certificate of Incorporation eliminating statutory supermajority voting requirements.

Under Article SEVENTH of the Certificate of Incorporation, as amended by the certificate of amendment of the Certificate of Incorporation (the "Certificate of Amendment") and Article III, Section 13 of the By-laws, each vote will be specifically counted for or against the director's election. An affirmative majority of the total number of votes cast for a director nominee will be required for election. Shareholders will also be entitled to abstain with respect to the election of a director. In accordance with New York law, abstentions would have no effect in determining whether the required affirmative majority vote has been obtained. Director nominees in contested elections will continue to be elected by plurality vote. An election is considered contested if there are more nominees for election than positions on the Board of Directors of the Company (the "Board") to be filled.

In connection with the filing of the Certificate of Amendment with the New York Department of State, effective as of June 30, 2009, Article III, Section 14 of the By-laws has been amended to provide for a director resignation policy consistent with the majority vote standard, so that an incumbent director who did not receive the requisite affirmative majority of the votes cast for his or her re-election would be required to immediately tender his or her resignation to the Board. The Board then will decide, through a process managed by the Nominating and Corporate Governance Committee and excluding the nominee in question, whether to accept the resignation. In making its decision, the Board may consider any factors or information that it considers appropriate or relevant. The Board's explanation of its decision would be promptly disclosed in a Current Report on Form 8-K filed with the Securities and Exchange Commission. The decision of the Board and such disclosure shall be completed within 90 days from the date of the certification of the election results.

The Certificate of Amendment and related amendments to the By-laws also eliminate the supermajority vote requirements contained in Article SEVENTH of the Certificate of Incorporation and Article VII, Section 4 of the By-laws, which provided that shareholders may amend certain provisions of the Certificate of Incorporation and By-laws related to the Board and meetings of shareholders by the vote of 80% of voting power of all the then outstanding shares of voting stock of the Company entitled to vote at an election of directors, voting together as a single class, so that all such amendments, including those related to the Board of Directors and meetings of shareholders, will only require the vote of the holders of a majority of the outstanding shares entitled to vote thereon, rather than the vote of the holders of 80% of such shares.

In addition, because the New York Business Corporation Law specifies that a vote of two-thirds of the outstanding shares entitled to vote thereon is required for certain matters unless a company's certificate of incorporation specifically provides that such matters shall be approved by the vote of a majority of the outstanding shares entitled to vote thereon, the Certificate of Amendment adds a new Article to the Certificate of Incorporation providing that the affirmative vote of a majority of the outstanding shares entitled to vote thereon would be required to (i) adopt a plan of merger or consolidation, (ii) approve the sale, lease or exchange of all or substantially all of the assets of the Company, (iii) approve a share exchange, or (iv) dissolve the Company.

In addition, on June 30, 2009, the Board adopted amendments to Article V of the By-laws to provide that the Company shall, to the fullest extent permitted by applicable law, indemnify any person made, or threatened to be made, a party to an action or proceeding by reason of the fact that he or she, or his or her testator or intestate, is or was a director or officer of the Company, or serves or served another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise at the request of the Company in any capacity, against judgments, fines, amounts paid in settlement and reasonable expenses, including reasonable attorneys' fees incurred as a result of such action or proceeding, or any appeal

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therein; provided that to the extent prohibited by applicable law no indemnification may be made to or on behalf of any director or officer if a judgment or other final adjudication adverse to the director or officer establishes that his or her acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that he or she personally

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gained in fact a financial profit or other advantage to which he or she was not legally entitled. The By-laws previously provided that the Company shall indemnify directors, and may indemnify officers, for such costs and expenses.

See the Current Report on Form 8-K filed by the Company on April 9, 2009 for a description of the additional amendments to the By-laws previously adopted by the Board which became effective as of June 30, 2009.

The foregoing description of the Certificate of Amendment and By-laws is qualified in its entirety by reference to the Certificate of Amendment attached hereto as Exhibit 3.1 and the By-laws attached hereto as Exhibit 3.2, each of which is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

3.1 Certificate of Amendment of Restated Certificate of Incorporation of Bed Bath & Beyond Inc.

3.2 Amended By-laws of Bed Bath & Beyond Inc.

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.

BED BATH & BEYOND INC.
(Registrant)

Date: July 1, 2009

By:

/s/ Eugene A. Castagna
By: Eugene A. Castagna
Chief Financial Officer and Treasurer
(Principal Financial Officer)

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Share-based compensation

0 691 0 0 0 691

Allocation of 12,233 ESOP shares

0 118 122 0 0 240

Repurchase of 149,776 shares of company stock

0 (2,938) 0 0 0 (2,938)

Balances at March 31, 2011

\$122	\$117,024	\$(8,686)	\$121,606	\$(2,570)	\$227,496
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Balances at December 31, 2011

\$110 \$97,640 \$(8,319) \$128,300 \$(3,770) \$213,961

Net income

0 0 0 3,540 0 3,540

Other comprehensive income

0 0 0 0 4 4

Cash dividends declared

0 0 0 (1,076) 0 (1,076)

Share-based compensation

0 663 0 0 0 663

Allocation of 12,233 ESOP shares

0 132 123 0 0 255

Repurchase of 28,212 shares of company stock

0 (585) 0 0 0 (585)

13,083 shares of common stock options exercised

0 227 0 0 0 227

Balances at March 31, 2012

\$110	\$98,077	\$(8,196)	\$130,764	\$(3,766)	\$216,989
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See accompanying notes to consolidated financial statements.

Table of Contents**TERRITORIAL BANCORP INC. AND SUBSIDIARIES****Consolidated Statements of Cash Flows (Unaudited)**

(Dollars in thousands)

	Three Months Ended March 31,	
	2012	2011
Cash flows from operating activities:		
Net income	\$ 3,540	\$ 3,000
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for loan losses	84	108
Depreciation and amortization	285	279
Deferred income tax benefit	(78)	(884)
Amortization of fees, discounts, and premiums	(75)	(48)
Origination of loans held for sale	(22,751)	(19,581)
Proceeds from sales of loans held for sale	24,079	19,065
Gain on sale of loans, net	(441)	(144)
Purchases of investment securities held for trading	0	(19,800)
Proceeds from sale of investment securities held for trading	0	19,866
Gain on sale of investment securities held for trading	0	(66)
Gain on sale of investment securities held to maturity	(128)	0
Net gain on sale of premises and equipment	0	(5)
ESOP expense	255	240
Share-based compensation expense	663	691
Excess tax benefits from share-based compensation	(54)	0
(Increase) decrease in accrued interest receivable	31	(304)
Net increase in bank-owned life insurance	(233)	(240)
Net (increase) decrease in prepaid expenses and other assets	(44)	1,606
Net decrease in accounts payable and accrued expenses	(1,610)	(3,142)
Net increase in income taxes payable	1,858	2,091
 Net cash provided by operating activities	 5,381	 2,732
Cash flows from investing activities:		
Purchases of investment securities held to maturity	(30,251)	(115,904)
Principal repayments on investment securities held to maturity	44,447	42,666
Principal repayments on investment securities available for sale	0	215
Proceeds from sale of investment securities held to maturity	1,634	0
Loan originations, net of principal repayments on loans receivable	(23,059)	(7,215)
Proceeds from disposals of premises and equipment	0	5
Purchases of premises and equipment	(95)	(238)
 Net cash used in investing activities	 (7,324)	 (80,471)

(Continued)

Table of Contents**TERRITORIAL BANCORP INC. AND SUBSIDIARIES****Consolidated Statements of Cash Flows (Unaudited)**

(Dollars in thousands)

	Three Months Ended March 31,	
	2012	2011
Cash flows from financing activities:		
Net increase in deposits	\$ 35,291	\$ 20,010
Proceeds from advances from the Federal Home Loan Bank	0	10,000
Proceeds from securities sold under agreements to repurchase	0	42,000
Repayments of securities sold under agreements to repurchase	(3,000)	(25,000)
Net decrease in advance payments by borrowers for taxes and insurance	(1,094)	(1,188)
Excess tax benefits from share-based compensation	54	0
Proceeds from issuance of common stock	227	0
Purchases of company stock	(585)	(2,938)
Cash dividends paid	(1,076)	(791)
Net cash provided by financing activities	29,817	42,093
Net increase (decrease) in cash and cash equivalents	27,874	(35,646)
Cash and cash equivalents at beginning of the period	131,937	194,435
Cash and cash equivalents at end of the period	\$ 159,811	\$ 158,789
Supplemental disclosure of cash flow information:		
Cash paid for:		
Interest on deposits and borrowings	\$ 2,581	\$ 2,826
Income taxes	451	919
See accompanying notes to consolidated financial statements.		

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TERRITORIAL BANCORP INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

(Unaudited)

(1) Basis of Presentation

The accompanying unaudited consolidated financial statements of Territorial Bancorp Inc. have been prepared in accordance with U.S. generally accepted accounting principles (GAAP) for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations. These interim condensed consolidated financial statements and notes should be read in conjunction with Territorial Bancorp Inc.'s consolidated financial statements and notes thereto filed as part of the Annual Report on Form 10-K for the year ended December 31, 2011. In the opinion of management, all adjustments necessary for a fair presentation have been made and include all normal recurring adjustments. Interim results of operations are not necessarily indicative of results to be expected for the year.

(2) Organization

On November 4, 2008, the Board of Directors of Territorial Mutual Holding Company approved a plan of conversion and reorganization under which the Company would convert from a mutual holding company to a stock holding company. The conversion to a stock holding company was approved by the depositors and borrowers of Territorial Savings Bank and the Office of Thrift Supervision (OTS) and included the filing of a registration statement with the U.S. Securities and Exchange Commission. Upon the completion of the conversion and reorganization on July 10, 2009, Territorial Mutual Holding Company and Territorial Savings Group, Inc. ceased to exist as separate legal entities and Territorial Bancorp Inc. became the holding company for Territorial Savings Bank. A total of 12,233,125 shares were issued in the conversion at \$10 per share, raising \$122.3 million of gross proceeds. \$3.7 million of conversion expenses have been offset against the gross proceeds. Territorial Bancorp Inc.'s common stock began trading on the NASDAQ Global Select Market under the symbol TBNK on July 13, 2009.

Upon completion of the conversion and reorganization, a special liquidation account was established in an amount equal to the total equity of Territorial Mutual Holding Company as of December 31, 2008. The liquidation account is to provide eligible account holders and supplemental eligible account holders who maintain their deposit accounts with Territorial Savings Bank after the conversion with a liquidation interest in the unlikely event of the complete liquidation of Territorial Savings Bank after the conversion. The liquidation account will be reduced annually to the extent that eligible account holders and supplemental eligible account holders have reduced their qualifying deposits. Subsequent increases will not restore an eligible account holder's or supplemental eligible account holder's interest in the liquidation account. In the event of a complete liquidation of Territorial Savings Bank, and only in such event, each account holder will be entitled to receive a distribution from the liquidation account in an amount proportionate to the adjusted qualifying account balances then held.

(3) Recently Adopted Accounting Pronouncements

In April 2011, the Financial Accounting Standards Board (FASB) amended the Transfers and Servicing topic of the FASB Accounting Standards Codification (ASC). The amendment modified the criteria used to determine whether a repurchase agreement is accounted for as a sale or as a secured borrowing. The amendment was effective for interim or annual periods beginning on or after December 15, 2011. Early adoption was not permitted. The Company adopted this amendment on January 1, 2012, and the adoption did not have any effect on its consolidated financial statements.

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In May 2011, the FASB amended the Fair Value Measurement topic of the FASB ASC. The amendment resulted in common fair value measurement and disclosure requirements in U.S. generally accepted accounting principles and International Financial Reporting Standards. The amendment both clarified the intent about existing fair value measurements as well as changed the principle or requirement for measuring fair value or disclosing fair value information. The amendment was effective for interim or annual periods beginning after December 15, 2011. Early application was not permitted. The Company adopted this amendment on January 1, 2012, and the adoption did not have a material effect on its consolidated financial statements.

In June 2011, the FASB amended the Comprehensive Income topic of the FASB ASC. The amendment eliminated the option of presenting components of other comprehensive income as part of the statement of changes in stockholders' equity. Nonowner changes in stockholders' equity must be presented either in a continuous statement of comprehensive income or in two separate but consecutive statements. The amendment was effective for interim or annual periods beginning after December 15, 2011, with early adoption permitted. In December 2011, the FASB deferred the effective date of the part of this amendment requiring reclassifications out of accumulated other comprehensive income to be shown on the face of the financial statements. Pending a final decision on this issue by the FASB, previous disclosure requirements will remain in effect. The Company adopted this amendment on January 1, 2012, and other than the location of disclosures related to other comprehensive income, the adoption did not have a material effect on its consolidated financial statements.

In December 2011, the FASB amended the Balance Sheet topic of the FASB ASC. The amendment requires disclosures about the gross and net information related to instruments and transactions eligible for offset in the statement of financial position. The disclosures are meant to assist users of financial statements to more easily compare information that is presented based on the differing offsetting requirements of U.S. generally accepted accounting principles and International Financial Reporting Standards. The amendment is effective for interim and annual periods beginning on or after January 1, 2013. The Company does not expect the adoption of this amendment to have a material effect on its consolidated financial statements.

(4) Cash and Cash Equivalents

The table below presents the balances of cash and cash equivalents:

(Dollars in thousands)	March 31, 2012	December 31, 2011
Cash and due from banks	\$ 8,988	\$ 8,692
Interest-earning deposits in other banks	150,823	123,245
Cash and cash equivalents	\$ 159,811	\$ 131,937

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The amortized cost and fair values of investment securities are as follows:

(Dollars in thousands)	Amortized cost	Gross unrealized Gains	Losses	Estimated fair value
March 31, 2012:				
Held to maturity:				
U.S. government-sponsored mortgage-backed securities	\$ 637,835	\$ 30,648	\$ (815)	\$ 667,668
Trust preferred securities	32	258	0	290
Total	\$ 637,867	\$ 30,906	\$ (815)	\$ 667,958
December 31, 2011:				
Held to maturity:				
U.S. government-sponsored mortgage-backed securities	\$ 653,839	\$ 33,490	\$ (269)	\$ 687,060
Trust preferred securities	32	227	0	259
Total	\$ 653,871	\$ 33,717	\$ (269)	\$ 687,319

The amortized cost and estimated fair value of investment securities at March 31, 2012 are shown below. Incorporated in the maturity schedule are mortgage-backed and trust preferred securities, which are allocated using the contractual maturity as a basis. Expected maturities may differ from contractual maturities because issuers may have the right to call or prepay obligations with or without call or prepayment penalties.

(Dollars in thousands)	Amortized cost	Estimated fair value
Held to maturity:		
Due after 5 years through 10 years	\$ 5,599	\$ 5,736
Due after 10 years	632,268	662,222
Total	\$ 637,867	\$ 667,958

Realized gains and losses and the proceeds from sales of securities available for sale, held to maturity and trading for the three months ended March 31 are shown in the table below. All sales of securities were U.S. government-sponsored mortgage-backed securities.

(Dollars in thousands)	March 31,	
	2012	2011
Proceeds from sales	\$ 1,634	\$ 19,866
Gross gains	128	66
Gross losses	0	0

During the three months ended March 31, 2012, all sales were related to \$1.5 million of held-to-maturity debt securities. The sale of these securities, for which the Company had already collected a substantial portion of the outstanding principal (at least 85%), is in accordance with the Investment topic of the FASB ASC and will not affect the historical cost basis used to account for the remaining securities in the held-to-maturity portfolio. There were no sales of held-to-maturity securities during the three months ended March 31, 2011.

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Investment securities with carrying values of \$289.9 million and \$281.0 million at March 31, 2012 and December 31, 2011, respectively, were pledged to secure public deposits, securities sold under agreements to repurchase and transaction clearing accounts.

Provided below is a summary of investment securities which were in an unrealized loss position at March 31, 2012 and December 31, 2011. The Company does not intend to sell these securities until such time as the value recovers or the securities mature and it is not more likely than not that the Company will be required to sell the securities prior to recovery of value or the securities mature.

Description of securities (Dollars in thousands)	Less than 12 months		12 months or longer		Number of securities	Total	
	Fair value	Unrealized losses	Fair value	Unrealized Losses		Fair value	Unrealized losses
March 31, 2012:							
Mortgage-backed securities	\$ 46,642	\$ 814	\$ 63	\$ 1	11	\$ 46,705	\$ 815
December 31, 2011:							
Mortgage-backed securities	\$ 17,697	\$ 268	\$ 122	\$ 1	7	\$ 17,819	\$ 269

Trust Preferred Securities. At March 31, 2012, the Company owns two trust preferred securities, PreTSL XXIII and XXIV, with a carrying value of \$32,000. The difference between the carrying value of \$32,000 and the remaining amortized cost basis of \$1.1 million is included as a component of accumulated other comprehensive loss, net of taxes, and is related to noncredit factors such as the trust preferred securities market being inactive. The trust preferred securities represent investments in a pool of debt obligations issued primarily by holding companies for Federal Deposit Insurance Corporation-insured financial institutions. All of these securities are classified in the Bank's held-to-maturity investment portfolio.

The trust preferred securities market is considered to be inactive as there were only five transactions in the last 15 months in similar tranches to the securities owned by the Company. The Company used a discounted cash flow model to determine whether these securities are other-than-temporarily impaired. The assumptions used in preparing the discounted cash flow model include the following: estimated discount rates, estimated deferral and default rates on collateral, and estimated cash flows.

Based on the Company's review, the Company's investment in trust preferred securities did not incur additional impairment during the quarter ending March 31, 2012 as the present value of cash flows exceed the amortized cost basis of \$1.1 million.

At March 31, 2012, PreTSL XXIII and XXIV are rated C by Fitch.

It is reasonably possible that the fair values of the trust preferred securities could decline in the near term if the overall economy and the financial condition of some of the issuers continue to deteriorate and the liquidity of these securities remains low. As a result, there is a risk that the Company's amortized cost basis of \$1.1 million on its trust preferred securities could be other-than-temporarily impaired in the near term. The impairment could be material to the Company's consolidated statements of income.

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The table below provides a cumulative roll forward of credit losses recognized in earnings for debt securities held and not intended to be sold:

(Dollars in thousands)	2012	2011
Balance at January 1	\$ 5,885	\$ 5,885
Credit losses on debt securities for which other-than-temporary impairment was not previously recognized		
Credit losses on debt securities for which other-than-temporary impairment was previously recognized		
Balance at March 31	\$ 5,885	\$ 5,885

The table below shows the components of comprehensive loss, net of taxes, resulting from other-than-temporarily impaired securities:

(Dollars in thousands)	March 31, 2012	March 31, 2011
Noncredit losses on other-than-temporarily impaired securities	\$ 679	\$ 679

(6) Loans Receivable and Allowance for Loan Losses

The components of loans receivable are as follows:

(Dollars in thousands)	March 31, 2012	December 31, 2011
Real estate loans:		
First mortgages:		
One- to four-family residential	\$ 678,673	\$ 654,412
Multi-family residential	6,330	6,956
Construction, commercial, and other	13,155	12,741
Home equity loans and lines of credit	16,349	17,253
Total real estate loans	714,507	691,362
Other loans:		
Loans on deposit accounts	578	756
Consumer and other loans	4,595	4,732
Total other loans	5,173	5,488
Less:		
Net unearned fees and discounts	(5,483)	(5,613)
Undisbursed loan funds	(1,204)	(1,601)
Allowance for loan losses	(1,529)	(1,541)
	(8,216)	(8,755)

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Loans receivable, net	\$ 711,464	\$ 688,095
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The activity in the allowance for loan losses on loans receivable is as follows:

(Dollars in thousands)	Three Months Ended March 31,	
	2012	2011
Balance, beginning of period	\$ 1,541	\$ 1,488
Provision for loan losses	84	108
	1,625	1,596
Charge-offs	(114)	(40)
Recoveries	18	10
Net charge-offs	(96)	(30)
Balance, end of period	\$ 1,529	\$ 1,566

The table below presents the activity in the allowance for loan losses by portfolio segment:

(Dollars in thousands)	Residential Mortgage	Construction Commercial and Other Mortgage Loans	Home Equity Loans and Lines of Credit	Consumer and Other	Unallocated	Totals
Three months ended March 31, 2012:						
Balance, beginning of period	\$ 631	\$ 285	\$ 258	\$ 291	\$ 76	\$ 1,541
Provision (reversal of allowance) for loan losses	6	356	(224)	(114)	60	84
	637	641	34	177	136	1,625
Charge-offs	(104)	0	(1)	(9)	0	(114)
Recoveries	11	0	1	6	0	18
Net charge-offs	(93)	0	0	(3)	0	(96)
Balance, end of period	\$ 544	\$ 641	\$ 34	\$ 174	\$ 136	\$ 1,529
Three months ended March 31, 2011:						
Balance, beginning of period	\$ 583	\$ 277	\$ 305	\$ 208	\$ 115	\$ 1,488
Provision (reversal of allowance) for loan losses	30	93	(29)	41	(27)	108
	613	370	276	249	88	1,596
Charge-offs	(24)	0	0	(16)	0	(40)
Recoveries	3	0	0	7	0	10

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Net charge-offs	(21)	0	0	(9)	0	(30)
Balance, end of period	\$ 592	\$ 370	\$ 276	\$ 240	\$ 88	\$ 1,566

For the three months ended March 31, 2012, the Company modified its methodology for reviewing its loan portfolio when calculating the general portion of the allowance for loan losses. The modification consisted of additional segmentation of the first mortgage residential loan portfolio by items such as year of origination, loan-to-value ratios, owner or nonowner occupancy status and the purpose of the loan (purchase, cash-out refinance, no cash-out refinance or construction). As under our

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prior methodology, the allowance for loan loss for each segment of the loan portfolio is determined by calculating the historical loss of each segment for a two-to three-year look-back period and adding a qualitative adjustment for the following factors:

Changes in lending policies and procedures;

Changes in economic trends;

Changes in types of loans in the loan portfolio;

Changes in experience and ability of personnel in the loan origination and loan servicing departments;

Changes in the number and amount of delinquent loans and classified assets;

Changes in the types and volume of loans being originated;

Changes in the value of underlying collateral for collateral dependent loans;

Changes in any concentrations of credit; and

External factors such as competition, legal and regulatory requirements on the level of estimated credit losses in the existing loan portfolio.

The Company also revised the qualitative factors which were used to determine the allowance for loan losses on commercial, construction and other mortgage loans, home equity loans and consumer and other loans. As a result of these modifications, the Company increased the portion of the allowance for loan losses attributable to residential mortgage, construction, commercial and other mortgage loans and decreased the portion of the allowance for loan losses attributable to home equity loans and lines of credit and consumer and other loans. The allocation of a portion of the allowance from one category of loans does not preclude its availability to absorb losses in other categories. The unallocated allowance is established for probable losses that have been incurred as of the reporting date but are not reflected in the allocated allowance.

The Company's management has computed the allowance for loan losses under both the revised and prior methodology for the three months ended March 31, 2012, in order to test the integrity of the revised methodology. The revised methodology required an allowance for loan loss which was \$122,000 less than the allowance that would have been established under the prior model. The modification had no effect on any loan classifications or internal loan gradings. Management believes that the methodology of analyzing the portfolio by more detailed segmentation provides for a more precise calculation. Management considers the allowance for loan losses at March 31, 2012 to be at an appropriate level to provide for losses that can be estimated based on general and specific conditions. While the Company uses the best information it has available to make evaluations, future adjustments to the allowance may be necessary if conditions differ substantially from the information used in making the evaluations. To the extent actual outcomes differ from the estimates, additional provisions for credit losses may be required that would reduce future earnings. In addition, as an integral part of their examination process, the Office of the Comptroller of the Currency will periodically review the allowance for loan losses. The Office of the Comptroller of the Currency may require the Company to increase the allowance based on their analysis of information available at the time of their examination.

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The table below presents the balance in the allowance for loan losses and the recorded investment in loans by portfolio segment and based on impairment method:

(Dollars in thousands)	Residential Mortgage	Construction Commercial and Other Mortgage Loans	Home Equity Loans and Lines of Credit	Consumer and Other	Unallocated	Totals
March 31, 2012:						
Allowance for loan losses:						
Ending allowance balance:						
Individually evaluated for impairment	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Collectively evaluated for impairment	544	641	34	174	136	1,529
Total ending allowance balance	\$ 544	\$ 641	\$ 34	\$ 174	\$ 136	\$ 1,529

Loans:

Ending loan balance:						
Individually evaluated for impairment	\$ 4,311	\$ 184	\$ 159	\$ 2	\$ 0	\$ 4,656
Collectively evaluated for impairment	675,276	11,690	16,200	5,171	0	708,337
Total ending loan balance	\$ 679,587	\$ 11,874	\$ 16,359	\$ 5,173	\$ 0	\$ 712,993

December 31, 2011:

Allowance for loan losses:						
Ending allowance balance:						
Individually evaluated for impairment	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Collectively evaluated for impairment	631	285	258	291	76	1,541
Total ending allowance balance	\$ 631	\$ 285	\$ 258	\$ 291	\$ 76	\$ 1,541

Loans:

Ending loan balance:						
Individually evaluated for impairment	\$ 4,926	\$ 184	\$ 159	\$ 3	\$ 0	\$ 5,272
Collectively evaluated for impairment	650,901	10,872	17,105	5,486	0	684,364
Total ending loan balance	\$ 655,827	\$ 11,056	\$ 17,264	\$ 5,489	\$ 0	\$ 689,636

The table below presents the balance of impaired loans and the related amount of allocated loan loss allowances as of March 31, 2012 and December 31, 2011:

(Dollars in thousands)	March 31, 2012	December 31, 2011
Loans with no allocated allowance for loan losses	\$ 4,656	\$ 5,272
Loans with allocated allowance for loan losses	0	0
Total impaired loans	\$ 4,656	\$ 5,272
Amount of allocated loan loss allowance	\$ 0	\$ 0

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The table below presents the balance of impaired loans individually evaluated for impairment by class of loans:

(Dollars in thousands)	Recorded Investment	Unpaid Principal Balance
March 31, 2012:		
With no related allowance recorded:		
One- to four-family residential mortgages	\$ 4,311	\$ 4,621
Construction, commercial and other mortgages	184	241
Home equity loans and lines of credit	159	165
Consumer and other	2	2
Total	\$ 4,656	\$ 5,029
December 31, 2011:		
With no related allowance recorded:		
One- to four-family residential mortgages	\$ 4,926	\$ 5,206
Construction, commercial and other mortgages	184	241
Home equity loans and lines of credit	159	165
Consumer and other	3	3
Total	\$ 5,272	\$ 5,615

The table below presents the average recorded investment and interest income recognized on impaired loans by class of loans:

(Dollars in thousands)	For the Three Months Ended March 31, Average Recorded Investment	Interest Income Recognized
2012:		
With no related allowance recorded:		
One- to four-family residential mortgages	\$ 4,360	\$ 43
Construction, commercial and other mortgages	184	0
Home equity loans and lines of credit	159	2
Consumer and other	2	0
Total	\$ 4,705	\$ 45
2011:		
With no related allowance recorded:		
One- to four-family residential mortgages	\$ 3,805	\$ 33
Construction, commercial and other mortgages	2	0
Consumer and other	5	0
Total	\$ 3,812	\$ 33

There were no loans individually evaluated for impairment with a related allowance for loan loss as of March 31, 2012 or December 31, 2011.

Impaired loans at March 31, 2012 and December 31, 2011 amounted to \$4.7 million and \$5.3 million, respectively, and included all nonaccrual and restructured loans. During the three months ended March 31, 2012, the average recorded investment in impaired loans was \$4.7 million and

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interest income recognized on impaired loans was \$45,000. During the three months ended March 31, 2011, the average recorded investment in impaired loans was \$3.8 million and interest income recognized on impaired loans was \$33,000.

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The table below presents the aging of loans and accrual status by class of loans:

	30	59	60	89	90 Days or	Total Past	Loans Not	Total	Nonaccrual	Loans More Than 90 Days Past Due and Still Accruing
	Days Past Due	Days Past Due	Days Past Due	Days Past Due	Greater Past Due	Due	Past Due	Loans	Loans	
(Dollars in thousands)										
March 31, 2012:										
One- to four-family residential mortgages	\$ 707	\$ 66	\$ 1,547	\$ 2,320	\$ 670,975	\$ 673,295	\$ 1,975	\$ 0		
Multi-family residential mortgages	0	0	0	0	6,292	6,292	0	0		
Construction, commercial and other mortgages	0	0	184	184	11,690	11,874	184	0		
Home equity loans and lines of credit	45	0	0	45	16,314	16,359	159	0		
Loans on deposit accounts	0	0	0	0	578	578	0	0		
Consumer and other	15	0	2	17	4,578	4,595	2	0		
Total	\$ 767	\$ 66	\$ 1,733	\$ 2,566	\$ 710,427	\$ 712,993	\$ 2,320	\$ 0		
December 31, 2011:										
One- to four-family residential mortgages	\$ 499	\$ 0	\$ 2,148	\$ 2,647	\$ 646,268	\$ 648,915	\$ 2,582	\$ 0		
Multi-family residential mortgages	0	0	0	0	6,912	6,912	0	0		
Construction, commercial and other mortgages	0	0	184	184	10,872	11,056	184	0		
Home equity loans and lines of credit	168	0	0	168	17,096	17,264	159	0		
Loans on deposit accounts	0	0	0	0	756	756	0	0		
Consumer and other	11	2	3	16	4,717	4,733	3	0		
Total	\$ 678	\$ 2	\$ 2,335	\$ 3,015	\$ 686,621	\$ 689,636	\$ 2,928	\$ 0		

The Company primarily uses the aging of loans and accrual status to monitor the credit quality of its loan portfolio. When a mortgage loan becomes seriously delinquent (90 days or more contractually past due), it displays weaknesses which may result in a loss. As a loan becomes more delinquent, the likelihood of the borrower repaying the loan decreases and the loan becomes more collateral-dependent. A mortgage loan becomes collateral-dependent when the proceeds for repayment can be expected to come only from the sale or operation of the collateral and not from borrower repayments. Generally, appraisals are obtained after a loan becomes collateral-dependent or is five months delinquent. The carrying value of collateral-dependent loans is adjusted to the fair market value of the collateral less selling costs. Any commercial real estate, commercial, construction or equity loan that has a loan balance in excess of a specified amount is also periodically reviewed to determine whether the loan exhibits any weaknesses and is performing in accordance with its contractual terms.

The Company had 11 nonaccrual loans with a book value of \$2.3 million at March 31, 2012 and 12 nonaccrual loans with a book value of \$2.9 million as of December 31, 2011. The Company collected or recognized interest income on nonaccrual loans of \$14,000 and \$22 during the three months ended March 31, 2012 and 2011, respectively. The Company would have recognized additional interest income of \$95,000 and \$59,000 during the three months ended March 31, 2012 and 2011, respectively, had the loans been accruing interest. The Company did not have any loans more than 90 days past due and still accruing interest as of March 31, 2012 and December 31, 2011.

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There were no loans modified in a troubled debt restructuring during the three months ended March 31, 2012 or 2011. The Company had 11 troubled debt restructurings totaling \$2.9 million as of March 31, 2012 that were considered to be impaired. This total included ten one- to four-family residential mortgage loans totaling \$2.8 million and one home equity loan for \$159,000. Eight of the loans, totaling \$2.3 million, are performing in accordance with their restructured terms and accruing interest at March 31, 2012. Two of the loans, totaling \$341,000, are performing in accordance with their restructured terms but not accruing interest at March 31, 2012. One of the loans, for \$246,000, is 29 days delinquent and not accruing interest as of March 31, 2012. There were 11 troubled debt restructurings totaling \$2.9 million as of December 31, 2011 that were considered to be impaired. This total included ten one- to four-family residential mortgage loans totaling \$2.8 million and one home equity loan for \$159,000. Eight of the loans, totaling \$2.3 million, are performing in accordance with their restructured terms and accruing interest at December 31, 2011. Two of the loans, totaling \$344,000, are performing in accordance with their restructured terms but not accruing interest at December 31, 2011. One of the loans, for \$248,000, is 59 days delinquent and not accruing interest at December 31, 2011. Restructurings include deferrals of interest and/or principal payments and temporary or permanent reductions in interest rates due to the financial difficulties of the borrowers. We have no commitments to lend any additional funds to these borrowers.

Nearly all of our real estate loans are collateralized by real estate located in the State of Hawaii. Loan-to-value ratios on these real estate loans generally do not exceed 80% at the time of origination.

During the three months ended March 31, 2012 and 2011, the Company sold \$23.9 million and \$19.2 million, respectively, of mortgage loans held for sale and recognized gains of \$441,000 and \$144,000, respectively. The Company had ten loans held for sale totaling \$2.3 million at March 31, 2012 and 12 loans held for sale totaling \$3.2 million at December 31, 2011.

The Company serviced loans for others of \$108.3 million at March 31, 2012 and \$115.3 million at December 31, 2011. Of these amounts, \$5.3 million and \$6.2 million relate to securitizations for which the Company continues to hold the related mortgage-backed securities at March 31, 2012 and December 31, 2011, respectively. The amount of contractually specified servicing fees earned for the three-month periods ended March 31, 2012 and 2011 was \$72,000 and \$91,000, respectively. The fees are reported in service fees on loan and deposit accounts in the consolidated statements of income.

(7) Securities Sold Under Agreements to Repurchase

Securities sold under agreements to repurchase are treated as financings and the obligations to repurchase the identical securities sold are reflected as a liability with the dollar amount of securities underlying the agreements remaining in the asset accounts. Securities sold under agreements to repurchase are summarized as follows:

(Dollars in thousands)	March 31, 2012		December 31, 2011	
	Repurchase liability	Weighted average rate	Repurchase liability	Weighted average rate
Maturing:				
1 year or less	\$ 40,300	4.12%	\$ 28,300	4.75%
Over 1 year to 2 years	18,000	4.87	33,000	3.91
Over 2 years to 3 years	37,000	2.15	0	0.00
Over 3 years to 4 years	10,000	1.94	47,000	2.11
	\$ 105,300	3.35%	\$ 108,300	3.35%

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Below is a summary comparing the carrying value and fair value of securities pledged to secure repurchase agreements, the repurchase liability, and the amount at risk at March 31, 2012. The amount at risk is the greater of the carrying value or fair value over the repurchase liability. All the agreements to repurchase are with JP Morgan Securities and the securities pledged are issued and guaranteed by U.S. government-sponsored enterprises.

(Dollars in thousands)	Carrying value of securities	Fair value of securities	Repurchase liability	Amount at risk	Weighted average months to maturity
Maturing:					
Over 90 days	\$ 130,582	\$ 137,106	\$ 105,300	\$ 31,806	21

(8) Employee Benefit Plans

The Company has a noncontributory defined benefit pension plan (Pension Plan) that covers substantially all employees with at least one year of service. Effective December 31, 2008, under approved changes to the Pension Plan, there were no further accruals of benefits for any participants and benefits will not increase with any additional years of service. Net periodic benefit cost, subsequent to December 31, 2008, has not been significant and is not disclosed in the table below.

In addition, the Company sponsors a Supplemental Employee Retirement Plan (SERP), a noncontributory supplemental retirement benefit plan, which covers certain current and former employees of the Company for amounts in addition to those provided under the Pension Plan.

The components of net periodic benefit cost were as follows:

(Dollars in thousands)	SERP Three Months Ended March 31,	
	2012	2011
Net periodic benefit cost for the period		
Service cost	\$ 49	\$ 110
Interest cost	25	54
Expected return on plan assets	0	0
Amortization of prior service cost	0	0
Recognized actuarial loss	0	0
Recognized curtailment loss	0	0
Net periodic benefit cost	\$ 74	\$ 164

Table of Contents**(9) Employee Stock Ownership Plan**

Effective January 1, 2009, Territorial Savings Bank adopted an Employee Stock Ownership Plan (ESOP) for eligible employees. The ESOP borrowed \$9.8 million from the Company and used those funds to acquire 978,650 shares, or 8%, of the total number of shares issued by the Company in its initial public offering. The shares were acquired at a price of \$10.00 per share.

The loan is secured by the shares purchased with the loan proceeds and will be repaid by the ESOP over the 20-year term of the loan with funds from Territorial Savings Bank's contributions to the ESOP and dividends payable on the shares. The interest rate on the ESOP loan is an adjustable rate equal to the prime rate, as published in The Wall Street Journal. The interest rate adjusts annually and will be the prime rate on the first business day of the calendar year.

Shares purchased by the ESOP are held by a trustee in an unallocated suspense account, and shares are released annually from the suspense account on a pro-rata basis as principal and interest payments are made by the ESOP to the Company. The trustee allocates the shares released among participants on the basis of each participant's proportional share of compensation relative to all participants. As shares are committed to be released from the suspense account, Territorial Savings Bank reports compensation expense based on the average fair value of shares released with a corresponding credit to stockholders' equity. The shares committed to be released are considered outstanding for earnings per share computations. Compensation expense recognized for the three months ended March 31, 2012 and 2011 amounted to \$240,000 and \$234,000, respectively.

Shares held by the ESOP trust were as follows:

	March 31, 2012	December 31, 2011
Allocated shares	159,031	146,798
Unearned shares	819,619	831,852
Total ESOP shares	978,650	978,650
Fair value of unearned shares, in thousands	\$ 17,056	\$ 16,429

The ESOP restoration plan is a nonqualified plan that provides supplemental benefits to certain executives who are prevented from receiving the full benefits contemplated by the employee stock ownership plan's benefit formula. The supplemental cash payments consist of payments representing shares that cannot be allocated to the participants under the ESOP due to IRS limitations imposed on tax-qualified plans. We accrue for these benefits over the period during which employees provide services to earn these benefits. For the three months ended March 31, 2012 and 2011, we accrued \$87,000 and \$73,000, respectively, for the ESOP restoration plan.

(10) Share-Based Compensation

On August 19, 2010, Territorial Bancorp Inc. adopted the 2010 Equity Incentive Plan, which provides for awards of stock options and restricted stock to key officers and outside directors. In accordance with the Compensation - Stock Compensation topic of the FASB ASC, the cost of the 2010 Equity Incentive Plan is based on the fair value of the awards on the grant date. The fair value of

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restricted stock is based on the closing price of the Company's stock on the grant date. The fair value of stock options is estimated using a Black-Scholes option pricing model using assumptions for dividend yield, stock price volatility, risk-free interest rate and option term. These assumptions are based on our judgments regarding future events, are subjective in nature, and cannot be determined with precision. The cost of the awards will be recognized over the six-year vesting period.

Shares of our common stock issued under the Plan shall be authorized but unissued shares. The maximum number of shares that will be awarded under the plan will be 1,712,637 shares. Share-based compensation expense for the quarter ending March 31, 2012 was \$663,000.

Stock Options

The table below presents the stock option activity for the three months ended March 31, 2012:

	Options	Weighted average exercise price	Remaining contractual life (years)	Aggregate intrinsic value (in thousands)
Options outstanding at December 31, 2011	871,144	\$ 17.36	8.67	\$ 2,082
Granted	0	0	0	0
Exercised	13,083	21.50	0	0
Forfeited	0	0	0	0
Expired	0	0	0	0
Options outstanding at March 31, 2012	858,061	\$ 17.36	7.42	\$ 2,962

As of March 31, 2012, the Company had \$3.1 million of unrecognized compensation costs related to stock options. The cost of stock options will be amortized over the six-year vesting period. There were no options vested in the three months ending March 31, 2012.

The fair value of the Company's stock options granted in 2010 was determined using the Black-Scholes option pricing formula. The following assumptions were used in the formula in 2010:

Expected volatility	31.98%
Risk-free interest rate	2.58%
Expected dividends	1.61%
Expected life (in years)	6.75
Grant price for the stock options	\$ 17.36

There were no options granted in 2011 or the three months ended March 31, 2012.

Expected volatility - Based on the historical volatility of the Company's stock and a peer group of comparable thrifts.

Risk-free interest rate - Based on the U.S. Treasury yield curve and expected life of the options at the time of grant.

Expected dividends - Based on the quarterly dividend and the price of the Company's stock at the time of grant.

Expected life - Based on a weighted-average of the six-year vesting period and the 10-year contractual term of the stock option plan.

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Grant price for the stock options - Based on the closing price of the Company's stock at the time of grant.

Restricted Stock Awards

Restricted stock awards are accounted for as fixed grants using the fair value of the Company's stock at the time of grant. Unvested restricted stock awards may not be disposed of or transferred during the vesting period. Restricted stock awards carry with them the right to receive dividends.

The table below presents the restricted stock award activity for the three months ended March 31, 2012:

	Restricted stock awards	Weighted average grant date fair value
Nonvested at December 31, 2011	563,994	\$ 17.36
Granted	0	0
Vested	0	0
Forfeited	0	0
Nonvested at March 31, 2012	563,994	\$ 17.36

As of March 31, 2012, the Company had \$8.6 million of unrecognized compensation cost related to restricted stock awards. The cost of the restricted stock awards will be amortized over the six-year vesting period.

(11) Earnings Per Share

The table below presents the information used to compute basic and diluted earnings per share for the three months ended March 31, 2012 and 2011.

(Dollars in thousands, except share data)	Three Months Ended March 31,	
	2012	2011
Net income	\$ 3,540	\$ 3,000
Weighted-average number of shares used in:		
Basic earnings per share	10,192,115	11,262,399
Dilutive common stock equivalents:		
Stock options and restricted stock units	252,424	98,255
Diluted earnings per share	10,444,539	11,360,654
Net income per common share, basic	\$ 0.35	\$ 0.27
Net income per common share, diluted	\$ 0.34	\$ 0.26

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The table below presents the changes in the components of other comprehensive loss:

	Three Months Ended March 31,					
	Beginning Balance	2012 Current (Income) Loss	Ending Balance	Beginning Balance	2011 Current (Income) Loss	Ending Balance
(Dollars in thousands)						
Unfunded pension liability	\$ 2,966	\$ 0	\$ 2,966	\$ 1,504	\$ 0	\$ 1,504
Noncredit related losses on securities not expected to be sold	679	0	679	679	0	679
Unrealized loss on securities	125	(4)	121	322	65	387
	\$ 3,770	\$ (4)	\$ 3,766	\$ 2,505	\$ 65	\$ 2,570

The table below presents the tax effect on each component of other comprehensive loss:

	Three Months Ended March 31,					
	Pretax Amount	2012 Tax	After Tax Amount	Pretax Amount	2011 Tax	After Tax Amount
(Dollars in thousands)						
Unfunded pension liability	\$ 4,954	\$ (1,989)	\$ 2,966	\$ 2,488	\$ (984)	\$ 1,504
Noncredit related losses on securities not expected to be sold	1,106	(427)	679	1,106	(427)	679
Unrealized loss on securities	203	(82)	121	636	(249)	387
	\$ 6,263	\$ (2,498)	\$ 3,766	\$ 4,230	\$ (1,660)	\$ 2,570

(13) Fair Value of Financial Instruments

In accordance with the Fair Value Measurements and Disclosures topic of the FASB ASC, the Company groups its financial assets and liabilities at fair value into three levels based on the markets in which the financial assets and liabilities are traded and the reliability of the assumptions used to determine fair value as follows:

Level 1 Valuation is based upon quoted prices (unadjusted) for identical assets or liabilities traded in active markets. A quoted price in an active market provides the most reliable evidence of fair value and shall be used to measure fair value whenever available.

Level 2 Valuation is based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable in the market.

Level 3 Valuation is generated from model-based techniques that use significant assumptions not observable in the market. These unobservable assumptions reflect management's own estimates of assumptions that market participants would use in pricing the asset or liability. Valuation techniques include use of discounted cash flow models and similar techniques that require the use of significant judgment or estimation.

In accordance with the Fair Value Measurements and Disclosures topic, the Company bases its fair values on the price that it would expect to receive if an asset were sold or the price that it would expect to pay to transfer a liability in an orderly transaction between market participants at

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the measurement date. Also as required, the Company maximizes the use of observable inputs and minimizes the use of unobservable inputs when developing fair value measurements.

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The Company uses fair value measurements to determine fair value disclosures. Investment securities held for sale and derivatives are recorded at fair value on a recurring basis. From time to time, the Company may be required to record other financial assets at fair value on a nonrecurring basis, such as loans held for sale, impaired loans and investments, and mortgage servicing assets. These nonrecurring fair value adjustments typically involve application of the lower of cost or fair value accounting or write-downs of individual assets.

Cash and Cash Equivalents, Accrued Interest Receivable, Accounts Payable and Accrued Expenses, Current Income Taxes Payable, and Advance Payments by Borrowers for Taxes and Insurance. The carrying amount approximates fair value because of the short maturity of these instruments.

Investment Securities. The estimated fair values of U.S. government-sponsored mortgage-backed securities are considered Level 2 inputs because the valuation for investment securities utilized pricing models that varied based on asset class and included trade, bid and other observable market information.

The trust preferred securities represent investments in a pool of debt obligations issued primarily by holding companies for Federal Deposit Insurance Corporation-insured financial institutions. The trust preferred securities market is considered to be inactive since there have been only five sales transactions of similar rated securities over the past 15 months and no new issues of pooled trust preferred securities have occurred since 2007. The fair value of our trust preferred securities was determined by an independent third-party pricing service which used a discounted cash flow model. Our pricing service used a discount rate equal to three-month LIBOR plus 20.00% and provided a fair value estimate of \$8.20 per \$100 of par value for PreTSL XXIII.

The discounted cash flow analysis was prepared by an independent third party and included a review of all issuers within the pool. The fair value of the trust preferred securities are classified as Level 3 inputs because they are based on discounted cash flow models.

FHLB Stock. FHLB stock, which is redeemable for cash at par value, is reported at its par value.

Loans. The fair value of loans is estimated by discounting the future cash flows using the current rates at which similar loans would be made to borrowers with similar credit ratings and for the same remaining maturities. The fair value of loans is not based on the concept of exit price.

Deposits. The fair value of checking and Super NOW savings accounts, passbook accounts, and certain money market deposits is the amount payable on demand at the reporting date. The fair value of fixed-maturity certificates of deposit is estimated by discounting future cash flows using the rates currently offered for deposits with similar remaining maturities.

Advances From the FHLB and Securities Sold Under Agreements to Repurchase. Fair value is estimated by discounting future cash flows using the rates currently offered to the Company for debt with similar remaining maturities.

Interest Rate Contracts. The Company may enter into interest rate lock commitments with borrowers on loans intended to be sold. To manage interest rate risk on the lock commitments, the Company may also enter into forward loan sale commitments. The interest rate lock commitments and forward loan sale commitments are treated as derivatives and are recorded at their fair value determined by referring to prices quoted in the secondary market for similar contracts. Interest rate contracts that are

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classified as assets are included with prepaid expenses and other assets on the consolidated balance sheet while interest rate contracts that are classified as liabilities are included with accounts payable and accrued expenses.

The estimated fair values of the Company's financial instruments are as follows:

(Dollars in thousands)	March 31, 2012			December 31, 2011		
	Carrying amount	Estimated fair value	Input level	Carrying amount	Estimated fair value	Input level
Assets						
Cash and cash equivalents	\$ 159,811	\$ 159,811	1	\$ 131,937	\$ 131,937	1
Investment securities held to maturity	637,867	687,319	2	653,871	687,319	2
FHLB stock	12,348	12,348	1	12,348	12,348	1
Loans held for sale	2,334	2,396	3	3,231	3,352	3
Loans receivable, net	711,464	803,956	3	688,095	790,220	3
Accrued interest receivable	4,749	4,749	1	4,780	4,780	1
Interest rate contracts	81	81	3	156	156	3
Liabilities						
Deposits	\$ 1,201,407	\$ 1,203,099	3	\$ 1,166,116	\$ 1,167,855	3
Advances from the Federal Home Loan Bank	20,000	20,495	3	20,000	20,525	3
Securities sold under agreements to repurchase	105,300	108,877	3	108,300	112,306	3
Accounts payable and accrued expenses	21,206	21,206	1	22,816	22,816	1
Interest rate contracts	79	79	3	139	139	3
Current income taxes payable	4,972	4,972	1	3,114	3,114	1
Advance payments by borrowers for taxes and insurance	2,170	2,170	1	3,264	3,264	1
At March 31, 2012 and December 31, 2011, neither the commitment fees received on commitments to extend credit nor the fair value thereof was material to the consolidated financial statements of the Company.						

The table below presents the balance of assets and liabilities measured at fair value on a recurring basis as of March 31, 2012 and December 31, 2011:

(Dollars in thousands)		Level 1	Level 2	Level 3	Total
March 31, 2012:					
Interest rate contracts	assets	\$ 0	\$ 81	\$ 0	\$ 81
Interest rate contracts	liabilities	0	(79)	0	(79)
December 31, 2011:					
Interest rate contracts	assets	\$ 0	\$ 156	\$ 0	\$ 156
Interest rate contracts	liabilities	0	(139)	0	(139)

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The fair value of interest rate contracts was determined by referring to prices quoted in the secondary market for similar contracts. Gains and losses are included in gain on sale of loans in the consolidated statements of income.

The table below presents the balance of assets measured at fair value on a nonrecurring basis as of March 31, 2012 and December 31, 2011 and the related losses for the three months ended March 31, 2012 and the year ended December 31, 2011:

(Dollars in thousands)	Level 1	Level 2	Level 3	Total	Total Losses
March 31, 2012:					
Impaired loans	\$ 0	\$ 349	\$ 2,754	\$ 3,103	\$ 91
December 31, 2011:					
Impaired loans	\$ 0	\$ 885	\$ 2,766	\$ 3,651	\$ 219
Mortgage servicing assets	0	0	970	970	34

The fair value of impaired loans that are considered to be collateral-dependent is determined using the value of collateral less estimated selling costs. The fair value of impaired loans not considered to be collateral-dependent is determined using a discounted cash flow analysis. Assumptions used in the analysis include the discount rate and projected cash flows. Gains and losses on impaired loans are included in the provision for loan losses in the consolidated statements of income. Mortgage servicing assets are valued using a cash flow model prepared by an independent third-party appraiser. Assumptions used in the model include mortgage prepayment speeds, discount rates, costs of servicing and ancillary income. Losses on mortgage servicing assets are included in service fees on loan and deposit accounts in the consolidated statements of income.

The table below presents the significant unobservable inputs for Level 3 nonrecurring fair value measurements:

(Dollars in thousands)	Fair Value	Valuation Technique	Unobservable Input	Value
March 31, 2012:				
Impaired loans non-collateral dependent	\$ 2,754	Discounted cash flow	Discount rate (1)	3.73% - 6.94%
December 31, 2011:				
Impaired loans non-collateral dependent	\$ 2,766	Discounted cash flow	Discount rate (1)	3.73% - 6.94%
Mortgage servicing assets	970	Discounted cash flow	Discount rate	10.00%
			Prepayment speed	
			(PSA)	180.1 - 437.9

(1) Represents the yield on contractual cash flows prior to modification in troubled debt restructurings.

(14) Subsequent Events

On May 4, 2012, the Board of Directors of Territorial Bancorp Inc. declared a quarterly cash dividend of \$0.11 per share of common stock. The dividend is expected to be paid on June 1, 2012 to stockholders of record as of May 18, 2012.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
Cautionary Statement Regarding Forward-Looking Information

This Quarterly Report contains forward-looking statements, which can be identified by the use of words such as estimate, project, believe, intend, anticipate, plan, seek, expect, will, may and words of similar meaning. These forward-looking statements include, but are not limited to:

statements of our goals, intentions and expectations;

statements regarding our business plans, prospects, growth and operating strategies;

statements regarding the asset quality of our loan and investment portfolios; and

estimates of our risks and future costs and benefits.

These forward-looking statements are based on our current beliefs and expectations and are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond our control. In addition, these forward-looking statements are subject to assumptions with respect to future business strategies and decisions that are subject to change. We are under no duty to and do not take any obligation to update any forward-looking statements after the date of this Quarterly Report.

The following factors, among others, could cause actual results to differ materially from the anticipated results or other expectations expressed in the forward-looking statements:

general economic conditions, either internationally, nationally or in our market areas, that are worse than expected;

competition among depository and other financial institutions;

inflation and changes in the interest rate environment that reduce our margins or reduce the fair value of financial instruments;

adverse changes in the securities markets;

changes in laws or government regulations or policies affecting financial institutions, including changes in regulatory fees and capital requirements;

our ability to enter new markets successfully and capitalize on growth opportunities;

our ability to successfully integrate acquired entities, if any;

changes in consumer spending, borrowing and savings habits;

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changes in accounting policies and practices, as may be adopted by the bank regulatory agencies, the Financial Accounting Standards Board, the Securities and Exchange Commission and the Public Company Accounting Oversight Board;

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changes in our organization, compensation and benefit plans;

changes in our financial condition or results of operations that reduce capital available to pay dividends; and

changes in the financial condition or future prospects of issuers of securities that we own.

Because of these and a wide variety of other uncertainties, our actual future results may be materially different from the results indicated by these forward-looking statements.

Critical Accounting Policies

There are no material changes to the critical accounting policies disclosed in Territorial Bancorp Inc.'s Annual Report on Form 10-K for the year ended December 31, 2011.

Comparison of Financial Condition at March 31, 2012 and December 31, 2011

Assets. At March 31, 2012, our assets were \$1.572 billion, an increase of \$34.5 million, or 2.2%, from \$1.538 billion at December 31, 2011. The growth in assets was primarily the result of an increase in loans receivable and cash and cash equivalents, which was partially offset by a decrease in investment securities.

Cash and Cash Equivalents. Cash and cash equivalents were \$159.8 million at March 31, 2012, an increase of \$27.9 million since December 31, 2011. The growth in cash and cash equivalents resulted primarily from a \$35.3 million increase in deposits.

Loans. Total loans, including \$2.3 million of loans held for sale, were \$713.8 million at March 31, 2012, or 45.4% of total assets. During the three months ended March 31, 2012, the loan portfolio increased by \$22.5 million, or 3.3%. The increase in the loan portfolio occurred as the production of new one- to four-family residential loans exceeded principal repayments and loan sales. The continued high level of loan originations is due primarily to the current interest rate environment.

Securities. At March 31, 2012, our securities portfolio totaled \$637.9 million, or 40.6% of total assets. At March 31, 2012, all of such securities were classified as held-to-maturity and none of the underlying collateral consisted of subprime or Alt-A (traditionally defined as nonconforming loans having less than full documentation) loans. During the three months ended March 31, 2012, our securities portfolio decreased by \$16.0 million, or 2.4%, as repayments exceeded purchases.

At March 31, 2012, we owned trust preferred securities with a carrying value of \$32,000. This portfolio consists of two securities, which represent investments in a pool of debt obligations issued by Federal Deposit Insurance Corporation-insured financial institutions, insurance companies and real estate investment trusts.

The trust preferred securities market is considered to be inactive as only five transactions have occurred over the past 15 months in similar tranches to the securities owned by the Company. The Company used a discounted cash flow model to determine whether these securities are other-than-temporarily impaired. The assumptions used in preparing the discounted cash flow model include the following: estimated discount rates, estimated deferral and default rates on collateral, and estimated cash flows. The Company used a discount rate equal to three-month LIBOR plus 20.00% and determined fair value to be \$8.20 per \$100 of par value.

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Based on the Company's review, the Company's investment in trust preferred securities did not incur additional impairment during the quarter ending March 31, 2012 as the present value of cash flows exceeded the amortized cost basis of \$1.1 million.

At March 31, 2012, PreTSL XXIII and XXIV are rated C by Fitch.

It is reasonably possible that the fair values of the trust preferred securities could decline in the near term if the overall economy and the financial condition of some of the issuers continue to deteriorate and the liquidity of these securities remains low. As a result, there is a risk that the Company's amortized cost basis of \$1.1 million on its trust preferred securities could become other-than-temporarily impaired in the near term. The impairment could be material to the Company's consolidated statements of income.

Deposits. Deposits were \$1.201 billion at March 31, 2012, an increase of \$35.3 million or 3.0% since December 31, 2011. The increase in deposits was caused by our continuing to promote higher-than-market rates for our savings accounts.

Borrowings. Our borrowings consist primarily of advances from the Federal Home Loan Bank of Seattle and funds borrowed under securities sold under agreements to repurchase. During the three months ended March 31, 2012, our borrowings decreased by \$3.0 million, or 2.3%, to \$125.3 million, due to the pay off of \$3.0 million of securities sold under agreements to repurchase. We have not required any other borrowings to fund our operations. Instead, we have primarily funded our operations with the net proceeds from our stock offering, additional deposits, proceeds from loan sales and principal repayments on loans and mortgage-backed securities.

Average Balances and Yields

The following tables set forth average balance sheets, average yields and rates, and certain other information at and for the periods indicated. No tax-equivalent yield adjustments were made, as the effect thereof was not material. All average balances are daily average balances. Nonaccrual loans were included in the computation of average balances, but have been reflected in the table as loans carrying a zero yield. The yields set forth below include the effect of net deferred costs, discounts and premiums that are amortized or accreted to interest income.

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	For the Three Months Ended March 31,					
	2012			2011		
	Average Outstanding Balance	Interest	Yield/ Rate (1) (Dollars in thousands)	Average Outstanding Balance	Interest	Yield/ Rate (1)
Interest-earning assets:						
Loans:						
Real estate loans:						
First mortgage:						
One- to four-family residential (2)	\$ 663,524	\$ 8,425	5.08%	\$ 609,189	\$ 8,198	5.38%
Multi-family residential	6,542	101	6.18	6,049	98	6.48
Construction, commercial and other	11,236	170	6.05	13,737	205	5.97
Home equity loans and lines of credit	16,965	250	5.89	19,262	295	6.13
Other loans	5,370	83	6.18	5,549	87	6.27
Total loans	703,637	9,029	5.13	653,786	8,883	5.43
Investment securities:						
U.S. government sponsored mortgage-backed securities (2)	645,422	6,516	4.04	596,118	6,371	4.27
Trust preferred securities	32	0	0.00	32	0	0.00
Total securities	645,454	6,516	4.04	596,150	6,371	4.27
Other	155,752	84	0.22	169,102	92	0.22
Total interest-earning assets	1,504,843	15,629	4.15	1,419,038	15,346	4.33
Non-interest-earning assets	52,841			49,810		
Total assets	\$ 1,557,684			\$ 1,468,848		
Interest-bearing liabilities:						
Savings accounts	\$ 823,109	\$ 1,091	0.53%	\$ 753,230	\$ 1,185	0.63%
Certificates of deposit	221,581	470	0.85	207,337	509	0.98
Money market accounts	531	0	0.00	645	0	0.00
Checking and Super NOW accounts	109,848	9	0.03	105,029	14	0.05
Total interest-bearing deposits	1,155,069	1,570	0.54	1,066,241	1,708	0.64
Federal Home Loan Bank advances	20,000	104	2.08	16,667	86	2.06
Securities sold under agreements to repurchase	107,410	904	3.37	107,811	1,034	3.84
Total interest-bearing liabilities	1,282,479	2,578	0.80	1,190,719	2,828	0.95
Non-interest-bearing liabilities	58,450			48,937		
Total liabilities	1,340,929			1,239,656		
Stockholders' equity	216,755			229,192		
Total liabilities and stockholders' equity	\$ 1,557,684			\$ 1,468,848		
Net interest income		\$ 13,051			\$ 12,518	
Net interest rate spread (3)			3.35%			3.38%
Net interest-earning assets (4)	\$ 222,364			\$ 228,319		
Net interest margin (5)			3.47%			3.53%
Interest-earning assets to interest-bearing liabilities	117.34%			119.17%		

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- (1) Annualized
- (2) Average balance includes loans or investments available for sale.
- (3) Net interest rate spread represents the difference between the yield on average interest-earning assets and the cost of average interest-bearing liabilities.
- (4) Net interest-earning assets represent total interest-earning assets less total interest-bearing liabilities.
- (5) Net interest margin represents net interest income divided by average total interest-earning assets.

Comparison of Operating Results for the Three Months Ended March 31, 2012 and 2011

General. Net income increased by \$540,000, or 18.0%, to \$3.5 million for the three months ended March 31, 2012 from \$3.0 million for the three months ended March 31, 2011. The increase in net income was primarily caused by a \$283,000 increase in interest and dividend income, a \$250,000 decrease in interest expense and a \$316,000 increase in noninterest income. This was partially offset by a \$229,000 increase in noninterest expense and a \$104,000 increase in income taxes.

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Net Interest Income. Net interest income increased by \$533,000, or 4.3%, to \$13.1 million for the three months ended March 31, 2012 compared to \$12.5 million for the three months ended March 31, 2011. Interest and dividend income increased by \$283,000, or 1.8%, due primarily to a \$85.8 million increase in the average balance of interest-earning assets that was partially offset by an 18 basis point decrease in the average yield on interest-earning assets. Interest expense decreased by \$250,000, or 8.8%, due to a 15 basis point decrease in the average cost of interest-bearing liabilities that was partially offset by a \$91.8 million increase in the average balance of interest-bearing liabilities. The interest rate spread and net interest margin were 3.35% and 3.47%, respectively, for the three months ended March 31, 2012, compared to 3.38% and 3.53%, respectively, for the three months ended March 31, 2011.

Interest and Dividend Income. Interest and dividend income increased by \$283,000, or 1.8%, to \$15.6 million for the three months ended March 31, 2012 from \$15.3 million for the three months ended March 31, 2011. Interest income on loans increased by \$146,000, or 1.6%, to \$9.0 million for the three months ended March 31, 2012 from \$8.9 million for the three months ended March 31, 2011. The increase in interest income on loans occurred because the average balance of loans grew by \$49.9 million, or 7.6%, as new loan originations exceeded loan repayments and loan sales. The increase in interest income which occurred because of growth in the loan portfolio was partially offset by a 30 basis point decline in the average loan yield to 5.13% for the three months ended March 31, 2012. The decline in the average yield on loans occurred because of repayments on higher-yielding loans and additions of new loans with lower yields to the loan portfolio. Interest income on investment securities increased by \$145,000, or 2.3%, to \$6.5 million for the three months ended March 31, 2012 from \$6.4 million for the three months ended March 31, 2011. The increase in interest income on securities occurred primarily because of a \$49.3 million increase in the average securities balance that was partially offset by a 23 basis point decrease in the average securities yield.

Interest Expense. Interest expense decreased by \$250,000, or 8.8%, to \$2.6 million for the three months ended March 31, 2012 compared to \$2.8 million for the three months ended March 31, 2011. Interest expense on deposits decreased by \$138,000, or 8.1%, to \$1.6 million for the three months ended March 31, 2012 from \$1.7 million for the three months ended March 31, 2011. During the three months ended March 31, 2012, interest expense on savings accounts and certificates of deposit declined by \$94,000 and \$39,000, respectively. During the three months ended March 31, 2012, the average interest rate on savings accounts and certificates of deposit decreased by 10 and 13 basis points, respectively. We lowered the rates we pay on savings accounts and certificates of deposit due to declining market interest rates and increased liquidity from principal repayments on loans and mortgage-backed securities. However, the interest rates on our savings accounts are still higher than market interest rates. The decrease in the average interest rate on deposits was partially offset by an \$88.8 million, or 8.3%, increase in the average balance of deposit accounts. Interest expense on securities sold under agreements to repurchase decreased by \$130,000, or 12.6%, during the three months ended March 31, 2012. The decrease was caused by a 47 basis point, or 12.2%, decrease in the average interest rate and a \$401,000, or 0.4%, decrease in the average outstanding balance due to a \$3.0 million payoff during the three months ended March 31, 2012.

Provision for Loan Losses. We recorded provisions for loan losses of \$84,000 and \$108,000 for the three months ended March 31, 2012 and 2011, respectively. The provisions for loan losses reflected net charge-offs of \$96,000 and \$30,000 for the three months ended March 31, 2012 and 2011, respectively. The provisions recorded resulted in ratios of the allowance for loan losses to total loans of

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0.21% and 0.24% at March 31, 2012 and 2011, respectively. Nonaccrual loans totaled \$2.3 million at March 31, 2012, or 0.32% of total loans at that date, compared to \$1.2 million of nonaccrual loans at March 31, 2011, or 0.18% of total loans at that date. Nonaccrual loans as of March 31, 2012 and 2011 consisted primarily of one- to four-family residential real estate loans. To the best of our knowledge, we have provided for all losses that are both probable and reasonable to estimate at March 31, 2012 and 2011. For additional information see footnote (6) Loans Receivable and allowance for Loan Losses in our Notes to Consolidated Financial Statements.

Noninterest Income. The following table summarizes changes in noninterest income between the three months ended March 31, 2012 and 2011.

	Three Months Ended March 31,		Change	
	2012	2011	\$ Change	% Change
	(Dollars in thousands)			
Service fees on loan and deposit accounts	\$ 550	\$ 558	\$ (8)	(1.4)%
Income on bank-owned life insurance	233	239	(6)	(2.5)%
Gain on sale of investment securities	128	66	62	93.9%
Gain on sale of loans	441	144	297	206.3%
Other	90	119	(29)	(24.4)%
Total	\$ 1,442	\$ 1,126	\$ 316	28.1%

Noninterest income rose by \$316,000 for the three months ended March 31, 2012 compared to the three months ended March 31, 2011. During the three months ended March 31, 2012 and 2011, we sold \$23.9 million and \$19.2 million, respectively, of mortgage loans held for sale to reduce interest rate risk and recognized gains of \$441,000 and \$144,000, respectively. During the three months ended March 31, 2012, we also sold \$1.5 million of held-to-maturity investment securities and recognized a gain of \$128,000. The sale of these securities, for which the Company had already received a substantial portion of the outstanding principal (at least 85%), is in accordance with the Investment topic of the FASB ASC and will not affect the historical cost basis used to account for the remaining securities in the held-to-maturity portfolio.

Noninterest Expense. The following table summarizes changes in noninterest expense between the three months ended March 31, 2012 and 2011.

	Three Months Ended March 31,		Change	
	2012	2011	\$ Change	% Change
	(Dollars in thousands)			
Salaries and employee benefits	\$ 5,173	\$ 5,126	\$ 47	0.9%
Occupancy	1,324	1,221	103	8.4%
Equipment	812	766	46	6.0%
Federal deposit insurance premiums	190	296	(106)	(35.8)%
Other general and administrative expenses	1,139	1,000	139	13.9%
Total	\$ 8,638	\$ 8,409	\$ 229	2.7%

Noninterest expense rose by \$229,000 for the three months ended March 31, 2012 compared to the three months ended March 31, 2011. Occupancy expense increased by \$103,000 for the three months ended March 31, 2012 due to higher office repair and maintenance expense and leasehold improvement depreciation expense. Federal deposit insurance premium expense declined by \$106,000 for the three months ended March 31, 2012 due to a decline in the premium rate. Other general and administrative expenses increased by \$139,000 for the three months ended March 31, 2012 due to an increase in new loan originations and the cost of complying with the Dodd-Frank Act.

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Income Tax Expense. Income taxes were \$2.2 million for the three months ended March 31, 2012, reflecting an effective tax rate of 38.7% compared to \$2.1 million for the three months ended March 31, 2011, reflecting an effective tax rate of 41.5%.

Liquidity and Capital Resources

Liquidity is the ability to meet current and future financial obligations. Our primary sources of funds consist of deposit inflows, cash balances at the Federal Reserve Bank, loan repayments, advances from the Federal Home Loan Bank of Seattle, securities sold under agreements to repurchase, proceeds from loan sales and maturities and principal repayments on held-to-maturity and available-for-sale securities. While maturities and scheduled amortization of loans and securities are predictable sources of funds, deposit flows and mortgage prepayments are greatly influenced by general interest rates, economic conditions and competition. We have established an Asset/Liability Management Committee, consisting of our President and Chief Executive Officer, our Vice Chairman and Co-Chief Operating Officer, our Senior Vice President and Treasurer and our Vice President and Controller, which is responsible for establishing and monitoring our liquidity targets and strategies in order to ensure that sufficient liquidity exists for meeting the borrowing needs and deposit withdrawals of our customers as well as unanticipated contingencies. We believe that we have enough sources of liquidity to satisfy our short- and long-term liquidity needs as of March 31, 2012.

We regularly monitor and adjust our investments in liquid assets based upon our assessment of:

- (i) expected loan demand;
- (ii) expected deposit flows and borrowing maturities;
- (iii) yields available on interest-earning deposits and securities; and
- (iv) the objectives of our asset/liability management program.

Excess liquid assets are invested generally in interest-earning deposits and mortgage-backed securities. Excess liquid assets may also be used to pay off short-term borrowings.

Our most liquid asset is cash and cash equivalents. The amount of this asset is dependent on our operating, financing, lending and investing activities during any given period. At March 31, 2012, cash and cash equivalents totaled \$159.8 million. On that date, we had \$105.3 million in securities sold under agreements to repurchase outstanding and \$20.0 million of Federal Home Loan Bank advances outstanding, with the ability to borrow an additional \$364.4 million under Federal Home Loan Bank advances.

Our cash flows are derived from operating activities, investing activities and financing activities as reported in our Consolidated Statements of Cash Flows included in our Consolidated Financial Statements.

At March 31, 2012, we had \$25.1 million in loan commitments outstanding, most of which were for fixed-rate loans. In addition to commitments to originate loans, we had \$19.6 million in unused lines of credit to borrowers as of March 31, 2012. Certificates of deposit due within one year at March 31, 2012 totaled \$180.3 million, or 15.0% of total deposits. If these deposits do not remain with us, we may be required to seek other sources of funds, including loan sales, brokered deposits, securities sold under agreements to repurchase and Federal Home Loan Bank advances. Depending on market conditions, we

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may be required to pay higher rates on such deposits or other borrowings than we currently pay on the certificates of deposit due on or before March 31, 2013. We believe, however, based on past experience that a significant portion of such deposits will remain with us. We have the ability to attract and retain deposits by adjusting the interest rates offered.

Our primary investing activities are originating loans and purchasing mortgage-backed securities. During the three months ended March 31, 2012 and 2011, we originated \$88.9 million and \$72.8 million of loans, respectively, and purchased \$30.3 million and \$115.9 million of securities, respectively.

Financing activities consist primarily of activity in deposit accounts, Federal Home Loan Bank advances and securities sold under agreements to repurchase. We experienced net increases in deposits of \$35.3 million and \$20.0 million for the three months ended March 31, 2012 and 2011, respectively. Deposit flows are affected by the overall level of interest rates, the interest rates and products offered by us and our local competitors, and by other factors.

Liquidity management is both a daily and long-term function of business management. If we require funds beyond our ability to generate them internally, borrowing agreements exist with the Federal Home Loan Bank of Seattle, which provide an additional source of funds. We also utilize securities sold under agreements to repurchase as another borrowing source. Federal Home Loan Bank advances remained constant at \$20.0 million during the three months ended March 31, 2012 and increased \$10.0 million during the three months ended March 31, 2011. We had the ability to borrow up to an additional \$364.4 million and \$340.9 million from the Federal Home Loan Bank of Seattle as of March 31, 2012 and 2011, respectively. Securities sold under agreements to repurchase decreased by \$3.0 million for the three months ended March 31, 2012, compared to an increase of \$17.0 million for the three months ended March 31, 2011.

Territorial Savings Bank is subject to various regulatory capital requirements, including a risk-based capital measure. The risk-based capital guidelines include both a definition of capital and a framework for calculating risk-weighted assets by assigning balance sheet assets and off-balance sheet items to broad risk categories. At March 31, 2012, Territorial Savings Bank exceeded all regulatory capital requirements. Territorial Savings Bank is considered well capitalized under regulatory guidelines. The tables below present the capital required as a percentage of total and risk-weighted assets and the percentage and the total amount of capital maintained at March 31, 2012 and December 31, 2011.

As of March 31, 2012
(Dollars in thousands)

	Required	Territorial Savings Bank	
Tier 1 Capital	4%	\$ 205,479	13.04%
Total Risk-Based Capital	8%	\$ 207,019	38.26%
Tier 1 Risk-Based Capital	4%	\$ 205,479	37.97%

As of December 31, 2011
(Dollars in thousands)

	Required	Territorial Savings Bank	
Tier 1 Capital	4%	\$ 201,060	13.07%
Total Risk-Based Capital	8%	\$ 202,601	38.76%
Tier 1 Risk-Based Capital	4%	\$ 201,060	38.47%

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Off-Balance Sheet Arrangements and Aggregate Contractual Obligations

Commitments. As a financial services provider, we routinely are a party to various financial instruments with off-balance sheet risks, such as commitments to extend credit and unused lines of credit. While these contractual obligations represent our potential future cash requirements, a significant portion of commitments to extend credit may expire without being drawn upon. Such commitments are subject to the same credit policies and approval process accorded to loans we make. In addition, we enter into commitments to sell mortgage loans.

Contractual Obligations. In the ordinary course of our operations, we enter into certain contractual obligations. Such obligations include operating leases for premises and equipment, agreements with respect to borrowed funds and deposit liabilities and agreements with respect to investments. Except for paying off \$3.0 million of securities sold under agreements to repurchase and a decrease of \$3.6 million in certificates of deposit between December 31, 2011 and March 31, 2012, there have not been any material changes in contractual obligations and funding needs since December 31, 2011.

Table of Contents**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

General. Our most significant form of market risk is interest rate risk because, as a financial institution, the majority of our assets and liabilities are sensitive to changes in interest rates. Therefore, a principal part of our operations is to manage interest rate risk and limit the exposure of our net interest income to changes in market interest rates. Our Board of Directors has established an Asset/Liability Management Committee, which is responsible for evaluating the interest rate risk inherent in our assets and liabilities, for determining the level of risk that is appropriate, given our business strategy, operating environment, capital, liquidity and performance objectives, and for managing this risk consistent with the guidelines approved by the Board of Directors.

Because we have historically operated as a traditional thrift institution, the significant majority of our assets consist of long-term, fixed-rate residential mortgage loans and mortgage-backed securities, which we have funded primarily with checking and savings accounts and short-term borrowings. In addition, there is little demand for adjustable-rate mortgage loans in the Hawaii market area. This has resulted in our being particularly vulnerable to increases in interest rates, as our interest-bearing liabilities mature or reprice more quickly than our interest-earning assets.

Our policies do not permit hedging activities, such as engaging in futures, options or swap transactions, or investing in high-risk mortgage derivatives, such as collateralized mortgage obligation residual interests, real estate mortgage investment conduit residual interests or stripped mortgage-backed securities.

Net Portfolio Value. We use an interest rate sensitivity analysis that computes changes in net portfolio value (NPV) of our cash flows from assets, liabilities and off-balance sheet items in the event of a range of assumed changes in market interest rates. Net portfolio value represents the market value of portfolio equity and is equal to the market value of assets minus the market value of liabilities, with adjustments made for off-balance sheet items. This analysis assesses the risk of loss in market-risk-sensitive instruments in the event of an instantaneous and sustained 100 to 400 basis point increase or a 100 basis point decrease in market interest rates with no effect given to any steps that we might take to counter the effect of that interest rate movement. A basis point equals one-hundredth of one percent, and 100 basis points equals one percent. An increase in interest rates from 3% to 4% would mean, for example, a 100 basis point increase in the Change in Interest Rates column below. Given the current relatively low level of market interest rates, an NPV calculation for an interest rate decrease of greater than 100 basis points has not been prepared.

The following table presents our internal calculations of the estimated changes in our NPV as of December 31, 2011 that would result from the designated instantaneous changes in the interest rate yield curve.

Change in Interest Rates (bp) (1)	Estimated NPV (2)	Estimated Increase (Decrease) in NPV (Dollars in thousands)	Percentage Change in NPV	NPV Ratio as a Percent of Present Value of Assets (3)(4)	Increase (Decrease) in NPV Ratio as a Percent of Present Value of Assets (3)(4)
+400	\$ 171,252	\$ (73,077)	(29.91)%	11.40%	(3.96)%
+300	\$ 196,082	\$ (48,247)	(19.75)%	12.79%	(2.57)%
+200	\$ 222,892	\$ (21,437)	(8.77)%	14.26%	(1.10)%
+100	\$ 243,777	\$ (552)	(0.23)%	15.37%	0.01%
0	\$ 244,329	\$ 0	0.00%	15.36%	0.00%
(100)	\$ 207,501	\$ (36,828)	(15.07)%	13.33%	(2.03)%

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- (1) Assumes an instantaneous uniform change in interest rates at all maturities.
- (2) NPV is the difference between the present value of an institution's assets and liabilities.
- (3) Present value of assets represents the discounted present value of incoming cash flows on interest-earning assets.
- (4) NPV Ratio represents NPV divided by the present value of assets.

Interest rates on mortgage-backed securities rose by approximately 3 basis points between December 31, 2011 and March 31, 2012. The increase in interest rates has likely decreased our NPV. However, we do not believe that the decrease in NPV is material.

Certain shortcomings are inherent in the methodologies used in determining interest rate risk through changes in NPV. Modeling changes in NPV requires making certain assumptions that may or may not reflect the manner in which actual yields and costs respond to changes in market interest rates. In this regard, the NPV tables presented assume that the composition of our interest-sensitive assets and liabilities existing at the beginning of a period remains constant over the period being measured and assume that a particular change in interest rates is reflected uniformly across the yield curve regardless of the duration or repricing of specific assets and liabilities. Accordingly, although the net portfolio value tables provide an indication of our interest rate risk exposure at a particular point in time, such measurements are not intended to and do not provide a precise forecast of the effect of changes in market interest rates on our NPV and net interest income and will differ from actual results.

ITEM 4. CONTROLS AND PROCEDURES

An evaluation was performed under the supervision and with the participation of the Company's management, including the Chairman of the Board, President and Chief Executive Officer and the Senior Vice President and Treasurer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) promulgated under the Securities and Exchange Act of 1934, as amended) as of March 31, 2012. Based on that evaluation, the Company's management, including the Chairman of the Board, President and Chief Executive Officer and the Senior Vice President and Treasurer, concluded that the Company's disclosure controls and procedures were effective.

During the quarter ended March 31, 2012, there have been no changes in the Company's internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Table of Contents**PART II****ITEM 1. LEGAL PROCEEDINGS**

The Company and its subsidiaries are subject to various legal actions that are considered ordinary, routine litigation incidental to the business of the Company, and no claim for money damages exceeds ten percent of the Company's consolidated assets. In the opinion of management, based on currently available information, the resolution of these legal actions is not expected to have a material adverse effect on the Company's results of operations.

ITEM 1A. RISK FACTORS

There have been no material changes from Risk Factors as previously disclosed in our Annual Report on Form 10-K filed with the Securities and Exchange Commission for the period ended December 31, 2011.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

(a) Not applicable.

(b) Not applicable.

(c) Stock Repurchases. The following table sets forth information in connection with repurchases of our shares of common stock during the first quarter of 2012:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares That May Yet be Purchased Under the Plans or Programs (1)
January 1, 2012 through January 31, 2012	0	\$ 0.00	0	530,278
February 1, 2012 through February 29, 2012	0	0.00	0	530,278
March 1, 2012 through March 31, 2012	28,212	\$ 20.77	28,212	502,066
Total	28,212	\$ 20.77	28,212	502,066

- (1) On December 9, 2011, our Board of Directors authorized the repurchase of up to 552,000 shares of our common stock. In accordance with this authorization, we had repurchased 49,934 shares of our common stock as of March 31, 2012. This repurchase authorization expires on August 15, 2012. We have entered into a 10b5-1 plan with respect to our stock repurchase plan.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

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ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

The exhibits required by Item 601 of Regulation S-K are included with this Form 10-Q and are listed on the Index to Exhibits immediately following the Signatures.

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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.

TERRITORIAL BANCORP INC.

(Registrant)

Date: May 9, 2012

/s/ Allan S. Kitagawa
Allan S. Kitagawa
Chairman of the Board, President and Chief Executive Officer

Date: May 9, 2012

/s/ Melvin M. Miyamoto
Melvin M. Miyamoto
Senior Vice President and Treasurer

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INDEX TO EXHIBITS

Exhibit Number	Description
31.1	Certification of Allan S. Kitagawa, Chairman of the Board, President and Chief Executive Officer, Pursuant to Rule 13a-14(a) and Rule 15d-14(a).
31.2	Certification of Melvin M. Miyamoto, Senior Vice President and Treasurer, Pursuant to Rule 13a-14(a) and Rule 15d-14(a).
32	Certification of Allan S. Kitagawa, Chairman of the Board, President and Chief Executive Officer, and Melvin M. Miyamoto, Senior Vice President and Treasurer, Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	Interactive datafile XBRL Instance Document
101.SCH	Interactive datafile XBRL Taxonomy Extension Schema Document
101.CAL	Interactive datafile XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Interactive datafile XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Interactive datafile XBRL Taxonomy Extension Label Linkbase
101.PRE	Interactive datafile XBRL Taxonomy Extension Presentation Linkbase Document