

BED BATH & BEYOND INC  
Form 8-K  
September 27, 2013

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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) September 26, 2013

BED BATH & BEYOND INC.  
(Exact name of registrant as specified in its charter)

|                                                   |                             |                                         |
|---------------------------------------------------|-----------------------------|-----------------------------------------|
| New York                                          | 0-20214                     | 11-2250488                              |
| (State or other jurisdiction<br>of incorporation) | (Commission<br>File Number) | (I.R.S. Employer<br>Identification No.) |

650 Liberty Avenue  
Union, New Jersey 07083  
(Address of principal executive offices) (Zip code)

(908) 688-0888  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4 (c))
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Item 5.05 Amendments to the Registrant's Code of Ethics, or Waiver of a Provision of the Code of Ethics.

The Board of Directors of Bed Bath & Beyond Inc. (the "Company") has approved revisions to its Policy of Ethical Standards for Business Conduct (the "Policy") that applies to all associates (including all officers) and members of the Board of Directors of the Company. The purpose of revising the Policy, effective September 26, 2013, was to (i) add specific policy statements regarding the solicitation of charitable donations, and (ii) clarify the prohibition on disclosure of confidential information.

A copy of the Policy is publicly available on the Company's website at [www.bedbathandbeyond.com](http://www.bedbathandbeyond.com) under the Investor Relations section.

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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 hereunto duly authorized.

BED BATH & BEYOND INC.  
(Registrant)

Date: September 27, 2013

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

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