

BED BATH & BEYOND INC  
Form 8-K  
July 09, 2014  
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15 (d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported) July 7, 2014

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

|   |   |  |   |
|---|---|--|---|
| New York<br>(State or other jurisdiction<br>of incorporation) | H | 0-20214<br>(Commission<br>File Number) | 11-2250488<br>(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 5.07 Submission of Matters to a Vote of Security Holders.

At the Annual Meeting of Shareholders of the Company held on July 7, 2014, the following items were voted upon: (1) the election of ten directors of the Company for terms expiring in 2015; (2) the ratification of the appointment of KPMG LLP as the Company's independent auditors for the fiscal year ending February 28, 2015; and (3) a proposal to consider the approval, by non-binding vote, of the 2013 compensation paid to the Company's named executive officers, known as the "say-on-pay" proposal. The voting results with respect to each of the matters described were as follows:

1. The ten directors were elected based upon the following votes:

| Nominee              | For         | Against    | Abstain | Broker Non-Votes |
|----------------------|-------------|------------|---------|------------------|
| Warren Eisenberg     | 155,335,370 | 2,344,160  | 197,077 | 13,579,025       |
| Leonard Feinstein    | 155,339,892 | 2,339,278  | 197,437 | 13,579,025       |
| Steven H. Temares    | 156,243,056 | 1,457,784  | 175,767 | 13,579,025       |
| Dean S. Adler        | 154,396,396 | 3,304,746  | 175,465 | 13,579,025       |
| Stanley F. Barshay   | 155,207,601 | 2,491,202  | 177,804 | 13,579,025       |
| Geraldine T. Elliott | 157,385,995 | 326,385    | 164,227 | 13,579,025       |
| Klaus Eppler         | 145,758,772 | 11,942,048 | 175,787 | 13,579,025       |
| Patrick R. Gaston    | 157,338,249 | 269,775    | 268,583 | 13,579,025       |
| Jordan Heller        | 156,463,601 | 1,234,264  | 178,742 | 13,579,025       |
| Victoria A. Morrison | 154,304,510 | 3,408,574  | 163,523 | 13,579,025       |

2. The appointment of KPMG LLP as the Company's independent auditors for the fiscal year ending February 28, 2015 was ratified based upon the following votes:

| For         | Against   | Abstain |
|-------------|-----------|---------|
| 169,933,439 | 1,361,212 | 160,981 |

3. The 2013 compensation paid to the Company's named executive officers, known as the "say-on-pay" proposal, was approved, by non-binding vote, based upon the following votes:

| For         | Against    | Abstain | Broker Non-Votes |
|-------------|------------|---------|------------------|
| 112,969,706 | 44,217,354 | 689,547 | 13,579,025       |

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 9, 2014

By: /s/ Susan E. Lattmann  
Susan E. Lattmann  
Chief Financial Officer and  
Treasurer  
(Principal Financial and Accounting  
Officer)