

Edgar Filing: BED BATH & BEYOND INC - Form 8-K

BED BATH & BEYOND INC  
Form 8-K  
April 11, 2006

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): April [6], 2006

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<br>Union, New Jersey              |                             | 07083                                   |
| -----                                                | -----                       | -----                                   |
| (Address of principal executive offices)             |                             | (Zip Code)                              |
| (Registrant's telephone number, including area code) |                             | (908) 688-0888                          |

Not Applicable  
(Former name or former address, if changed since last report)

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))

SECTION 5 CORPORATE GOVERNANCE AND MANAGEMENT

ITEM 5.03 AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS;  
CHANGE IN FISCAL YEAR

On April 6, 2006, the Board of Directors of Bed Bath & Beyond, Inc. (the "Company") amended the Company's Bylaws, effective as of April 6, 2006 (the "Amended Bylaws"). The following is a summary of the substantive changes effected by the Amended Bylaws.

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The Bylaws were amended in the following respects:

- o To identify who is authorized to call a special meeting of the shareholders;
- o To identify who is authorized to call a special meeting of the Board of Directors;
- o To identify who is authorized to fix the times and dates for the regular meetings of the Board of Directors;
- o To set forth the power of the Board of Directors to delegate to the Chairman and Chief Executive Officer the authority to appoint and remove certain officers and to prescribe the duties of such officers; and
- o To clarify the duties and acts of the Chief Executive Officer and President.

Additional changes were made to the Bylaws that were not material in nature. The Amended Bylaws are attached as Exhibit 3.1 to this Form 8-K

### ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

#### (c) EXHIBITS:

| EXHIBIT NO. | DESCRIPTION                              |
|-------------|------------------------------------------|
| Exhibit 3.1 | Amended Bylaws 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 thereunto duly authorized.

BED BATH & BEYOND INC.

Date: April 11, 2006

By: /s/ Eugene A. Castagna

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Name: Eugene A. Castagna  
Title: Chief Financial Officer and  
Treasurer