

BED BATH & BEYOND INC  
Form 8-K  
December 15, 2004

**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) **DECEMBER 15, 2004**

**BED BATH & BEYOND INC.**

(Exact name of registrant as specified in its charter)

**New York**

**0-20214**

**11-2250488**

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(State of incorporation)

(Commission  
File Number)

(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:

- 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 2.02 Results of Operations and Financial Condition**

On December 15, 2004, Bed Bath & Beyond Inc. (the Company) issued a press release announcing the Company's financial results for its fiscal third quarter ended November 27, 2004, as well as its Board of Directors' approval of a \$350 million share repurchase program. A copy of this press release is attached hereto as Exhibit 99.1.

The information in this Current Report on Form 8-K (including the exhibit attached hereto) is being furnished under Item 2.02 and shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liability of such section or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

**Item 9.01 Financial Statements and Exhibits**

(c) Exhibits:

99.1

Press Release issued by Bed Bath & Beyond Inc. on December 15, 2004.

**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: December 15, 2004

By: */s/ Eugene A. Castagna*  
Eugene A. Castagna  
Vice President Finance and  
Assistant Treasurer

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 99.1               | Press Release issued by Bed Bath & Beyond Inc. on December 15, 2004. |