

BED BATH & BEYOND INC
Form 8-K
July 01, 2016

**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 1, 2016**

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

New York **0-20214** **11-2250488**
(State or other jurisdiction (Commission (I.R.S. Employer
of incorporation) File Number) 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))

Item 5.07 Submission of Matters to a Vote of Security Holders.

At the Annual Meeting of Shareholders of Bed Bath & Beyond Inc. (“the Company”) held on July 1, 2016, the following items were voted upon: (1) the election of ten directors of the Company for terms expiring in 2017; (2) the ratification of the appointment of KPMG LLP as the Company’s independent auditors for the fiscal year ending February 25, 2017; (3) a proposal to consider the approval, by non-binding vote, of the 2015 compensation paid to the Company’s named executive officers; (4) a shareholder proposal regarding proxy access bylaws; (5) a shareholder proposal regarding an equity retention policy for senior executives; and (6) a shareholder proposal regarding shareholder approval of certain future severance agreements. 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 | 121,659,824 | 2,258,770 | 103,022 | 11,011,536 |
| Leonard Feinstein | 121,656,175 | 2,259,824 | 105,617 | 11,011,536 |
| Steven H. Temares | 122,543,867 | 1,373,149 | 104,600 | 11,011,536 |
| Dean S. Adler | 79,394,372 | 44,527,070 | 100,174 | 11,011,536 |
| Stanley F. Barshay | 79,964,245 | 43,946,358 | 111,013 | 11,011,536 |
| Geraldine T. Elliott | 123,235,840 | 618,212 | 167,564 | 11,011,536 |
| Klaus Eppler | 118,007,308 | 5,912,919 | 101,389 | 11,011,536 |
| Patrick R. Gaston | 122,849,689 | 1,002,354 | 169,573 | 11,011,536 |
| Jordan Heller | 121,638,774 | 2,281,171 | 101,671 | 11,011,536 |
| Victoria A. Morrison | 79,928,298 | 43,995,909 | 97,409 | 11,011,536 |

2. The appointment of KPMG LLP as the Company’s independent auditors for the fiscal year ending February 25, 2017 was ratified based upon the following votes:

| For | Against | Abstain |
|-------------|---------|---------|
| 134,029,739 | 844,020 | 159,393 |

3. The proposal to consider the approval, by non-binding vote, of the 2015 compensation paid to the Company's named executive officers was not approved, by the following votes:

| For | Against | Abstain | Broker | Non-Votes |
|------------|----------------|----------------|---------------|------------------|
| 28,035,787 | 95,770,691 | 215,138 | | 11,011,536 |

4. The shareholder proposal to adopt a proxy access bylaw was approved, by the following votes:

| For | Against | Abstain | Broker | Non-Votes |
|------------|----------------|----------------|---------------|------------------|
| 76,241,788 | 47,489,909 | 289,919 | | 11,011,536 |

5. The shareholder proposal to adopt a policy requiring that senior executives retain a significant percentage of shares acquired through equity compensation programs until reaching normal retirement age or terminating employment with the Company was not approved, by the following votes:

| For | Against | Abstain | Broker | Non-Votes |
|------------|----------------|----------------|---------------|------------------|
| 27,643,614 | 96,052,380 | 325,622 | | 11,011,536 |

6. The shareholder proposal to seek shareholder approval of future severance agreements with senior executives that provide benefits in an amount exceeding 2.99 times the sum of the executives' base salary plus bonus was approved, by the following votes:

| For | Against | Abstain | Broker | Non-Votes |
|------------|----------------|----------------|---------------|------------------|
| 74,080,400 | 49,657,514 | 283,702 | | 11,011,536 |

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, 2016 By: /s/ Susan E. Lattmann
Susan E. Lattmann
Chief Financial Officer
and Treasurer
(Principal Financial and
Accounting Officer)