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Attorneys for Plaintiff  
JOHN MOORE

SUPERIOR COURT OF THE STATE OF CALIFORNIA  
COUNTY OF SAN FRANCISCO  
UNLIMITED CIVIL JURISDICTION

JOHN MOORE,  
Plaintiff,  
v.  
LA-LA IMPORTS LP; BED BATH & BEYOND  
INC.; LIBERTY PROCUREMENT CO. INC.;  
SOURCE 2 MARKET, LLC; and DOES 1-150,  
inclusive,  
Defendants.

Case No. **CGC-18-569853**  
**COMPLAINT FOR CIVIL PENALTIES  
AND INJUNCTIVE RELIEF**  
(Health & Safety Code § 25249.5 *et seq.*)

ENDORSED  
FILED  
Superior Court of California  
County of San Francisco

SEP 18 2018

CLERK OF THE COURT  
BY: BOWMAN LIU  
Deputy Clerk

1 **NATURE OF THE ACTION**

2 1. This Complaint is a representative action brought by plaintiff JOHN MOORE in  
3 the public interest of the citizens of the State of California to enforce the People’s right to be  
4 informed of the health hazards caused by exposures to di(2-ethylhexyl)phthalate (DEHP), a  
5 toxic chemical found in vinyl suction cups sold by defendants in California.

6 2. By this Complaint, plaintiff seeks to remedy defendants’ continuing failure to  
7 warn individuals not covered by California’s Occupational Safety Health Act, Labor Code  
8 § 6300 et seq., who purchase, use or handle defendants’ products, about the risks of exposure to  
9 DEHP present in and on the vinyl suction cups manufactured, imported, sold or distributed for  
10 sale or use throughout the State of California. Individuals not covered by California’s  
11 Occupational Safety Health Act, Labor Code § 6300 et seq. who purchase, use, or handle  
12 defendants’ products are referred to hereinafter as “consumers.”

13 3. Detectable levels of DEHP are found in and on the vinyl suction cups that  
14 defendants manufacture, distribute, and offer for sale to consumers and other individuals  
15 throughout the State of California.

16 4. Under the Safe Drinking Water and Toxic Enforcement Act of 1986, codified at  
17 Health and Safety Code section 25249.6 et seq. (Proposition 65), “[n]o person in the course of  
18 doing business shall knowingly and intentionally expose any individual to a chemical known to  
19 the state to cause cancer or reproductive toxicity without first giving clear and reasonable  
20 warning to such individual . . .” Health & Safety Code § 25249.6.

21 5. Pursuant to Proposition 65, on October 24, 2003, California identified and listed  
22 DEHP as a chemical known to cause birth defects and other reproductive harm. DEHP became  
23 subject to the “clear and reasonable warning” requirements of the act one year later on October  
24 24, 2004. Cal. Code Regs. tit. 27, § 27001(c); Health & Safety Code §§ 25249.8 and  
25 25249.10(b).

26 6. Defendants manufacture, distribute, import, sell, and/or offer for sale without  
27 health hazard warnings in California, vinyl suction cups containing DEHP including, but not  
28

1 limited to, the *Dual Suction Sponge Caddy, K10M0305-03B0B0, #131907, UPC #6 85673*  
2 *13549 7*, photographs of which are attached hereto as **Exhibit A**. All such vinyl suction cups  
3 containing DEHP that are manufactured (including by private label or third party), distributed,  
4 sold and/or offered for sale by defendants in the State of California are referred to collectively  
5 hereinafter as “PRODUCTS.”

6 7. Defendants’ failure to warn consumers and other individuals in the State of  
7 California of the health hazards associated with exposures to DEHP in conjunction with  
8 defendants’ sales of the PRODUCTS are violations of Proposition 65, and subject defendants,  
9 and each of them, to enjoinder of such conduct as well as civil penalties for each violation.  
10 Health & Safety Code § 25249.7(a) and (b)(1).

11 8. For defendants’ violations of Proposition 65, plaintiff seeks preliminary and  
12 permanent injunctive relief to compel defendants to provide purchasers or users of the  
13 PRODUCTS with the required warning regarding the health hazards associated with exposures  
14 to DEHP. Health & Safety Code § 25249.7(a).

15 9. Pursuant to Health and Safety Code section 25249.7(b), plaintiff also seeks civil  
16 penalties against defendants for their violations of Proposition 65.

### 17 **PARTIES**

18 10. Plaintiff JOHN MOORE is a citizen of the State of California who is dedicated to  
19 protecting the health of California citizens through the elimination or reduction of toxic  
20 exposures from consumer products; and he brings this action in the public interest pursuant to  
21 Health and Safety Code section 25249.7(d).

22 11. Defendant LA-LA IMPORTS LP (LA-LA) is a person in the course of doing  
23 business within the meaning of Health and Safety Code sections 25249.6 and 25249.11.

24 12. LA-LA manufactures, imports, distributes, sells, and/or offers the PRODUCTS for  
25 sale or use in the State of California, or implies by its conduct that it manufactures (including by  
26 private label or third party), imports, distributes, sells, and/or offers the PRODUCTS for sale or  
27 use in the State of California.

1           13. Defendant BED BATH & BEYOND INC. (BED BATH) is a person in the course  
2 of doing business within the meaning of Health and Safety Code sections 25249.6 and  
3 25249.11.

4           14. BED BATH manufactures, imports, distributes, sells, and/or offers the  
5 PRODUCTS for sale or use in the State of California, or implies by its conduct that it  
6 manufactures (including by private label or third party), imports, distributes, sells, and/or offers  
7 the PRODUCTS for sale or use in the State of California.

8           15. Defendant LIBERTY PROCUREMENT CO. INC. (LIBERTY) is a person in the  
9 course of doing business within the meaning of Health and Safety Code sections 25249.6 and  
10 25249.11.

11           16. LIBERTY manufactures, imports, distributes, sells, and/or offers the PRODUCTS  
12 for sale or use in the State of California, or implies by its conduct that it manufactures (including  
13 by private label or third party), imports, distributes, sells, and/or offers the PRODUCTS for sale  
14 or use in the State of California.

15           17. Defendant SOURCE 2 MARKET, LLC (SOURCE) is a person in the course of  
16 doing business within the meaning of Health and Safety Code sections 25249.6 and 25249.11.

17           18. SOURCE manufactures, imports, distributes, sells, and/or offers the PRODUCTS  
18 for sale or use in the State of California, or implies by its conduct that it manufactures (including  
19 by private label or third party), imports, distributes, sells, and/or offers the PRODUCTS for sale  
20 or use in the State of California.

21           19. Defendants DOES 1-50 (MANUFACTURER DEFENDANTS) are each a person  
22 in the course of doing business within the meaning of Health and Safety Code sections 25249.6  
23 and 25249.11.

24           20. MANUFACTURER DEFENDANTS research, test, design, assemble, fabricate,  
25 and manufacture, or imply by their conduct that they research, test, design, assemble, fabricate,  
26 and manufacture one or more of the PRODUCTS offered for sale or use in the State of  
27 California.

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1 21. Defendants DOES 51-100 (DISTRIBUTOR DEFENDANTS) are each a person  
2 in the course of doing business within the meaning of Health and Safety Code sections 25249.6  
3 and 25249.11.

4 22. DISTRIBUTOR DEFENDANTS distribute, exchange, transfer, process, and  
5 transport one or more of the PRODUCTS to individuals, businesses, or retailers for sale or use  
6 in the State of California.

7 23. Defendants DOES 101-150 (RETAILER DEFENDANTS) are each a person in  
8 the course of doing business within the meaning of Health and Safety Code sections 25249.6  
9 and 25249.11.

10 24. RETAILER DEFENDANTS offer the PRODUCTS for sale to individuals in the  
11 State of California.

12 25. At this time, the true names of defendants DOES 1 through 150, inclusive, are  
13 unknown to plaintiff, who, therefore, sues said defendants by their fictitious names pursuant to  
14 Code of Civil Procedure section 474. Plaintiff is informed and believes, and on that basis  
15 alleges, that each of the fictitiously named defendants is responsible for the acts and occurrences  
16 alleged herein. When ascertained, their true names shall be reflected in an amended complaint.

17 26. LA-LA, BED BATH, LIBERTY, SOURCE, MANUFACTURER  
18 DEFENDANTS, DISTRIBUTOR DEFENDANTS, and RETAILER DEFENDANTS shall,  
19 where appropriate, collectively be referred to as "DEFENDANTS."

20 **VENUE AND JURISDICTION**

21 27. Venue is proper in San Francisco County Superior Court, pursuant to Code of  
22 Civil Procedure sections 393, 395, and 395.5, because this Court is a court of competent  
23 jurisdiction, because plaintiff seeks civil penalties against DEFENDANTS, because one or more  
24 instances of wrongful conduct occurred, and continue to occur, in this county, and/or because  
25 DEFENDANTS conducted, and continue to conduct, business in San Francisco County with  
26 respect to the PRODUCTS.

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1 28. The California Superior Court has jurisdiction over this action pursuant to  
2 California Constitution Article VI, section 10, which grants the Superior Court “original  
3 jurisdiction in all causes except those given by statute to other trial courts.” The statute under  
4 which this action is brought does not specify any other basis of subject matter jurisdiction.

5 29. The California Superior Court has jurisdiction over DEFENDANTS based on  
6 plaintiff’s information and good faith belief that each defendant is a person, firm, corporation or  
7 association that is a citizen of the State of California, has sufficient minimum contacts in the  
8 State of California, and/or otherwise purposefully avails itself of the California market.  
9 DEFENDANTS’ purposeful availment renders the exercise of personal jurisdiction by  
10 California courts consistent with traditional notions of fair play and substantial justice.

11 **FIRST CAUSE OF ACTION**

12 **(Violation of Proposition 65 - Against All Defendants)**

13 30. Plaintiff realleges and incorporates by reference, as if fully set forth herein,  
14 Paragraphs 1 through 29, inclusive.

15 31. In enacting Proposition 65, in the preamble to the Safe Drinking Water and Toxic  
16 Enforcement Act of 1986, the People of California expressly declared their right “[t]o be  
17 informed about exposures to chemicals that cause cancer, birth defects, or other reproductive  
18 harm.”

19 32. Proposition 65 states, “[n]o person in the course of doing business shall  
20 knowingly and intentionally expose any individual to a chemical known to the state to cause  
21 cancer or reproductive toxicity without first giving clear and reasonable warning to such  
22 individual . . .” Health & Safety Code § 25249.6.

23 33. On June 27, 2018, plaintiff served a 60-day Notice of Violation, the “Notice,”  
24 together with the requisite certificate of merit, on LA-LA, BED BATH and certain public  
25 enforcement agencies alleging that, as a result of DEFENDANTS’ sales of the PRODUCTS  
26 containing DEHP, purchasers and users in the State of California were being exposed to DEHP  
27 resulting from their reasonably foreseeable use of the PRODUCTS, without the individual  
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1 purchasers and users first having been provided with a “clear and reasonable warning”  
2 regarding the harms associated with such exposures, as required by Proposition 65.

3 34. Based on statements made by counsel for BED BATH, plaintiff believes one or  
4 more of the PRODUCTS covered by the Notice and this Complaint was distributed or sold to  
5 BED BATH by SOURCE.

6 35. LIBERTY is identified as a subsidiary of BED BATH pursuant to Exhibit 21 of  
7 BED BATH’s May 2, 2018 filing with the U.S. Security and Exchange Commission. Attached  
8 hereto as **Exhibit B** is a true and correct copy of the relevant portions of that filing. A complete  
9 copy of this filing can be located on BED BATH’s website at [http://bedbathandbeyond.gcs-  
10 web.com/sec-filings/sec-filing/10-k/0001171843-18-003340](http://bedbathandbeyond.gcs-web.com/sec-filings/sec-filing/10-k/0001171843-18-003340).

11 36. DEFENDANTS manufacture, import, distribute, sell, and offer the PRODUCTS  
12 for sale or use in violation of Health and Safety Code section 25249.6, and DEFENDANTS’  
13 violations have continued beyond their receipt of plaintiff’s Notice. The PRODUCTS were  
14 available for sale at BED BATH as recently as midsummer 2018. DEFENDANTS’ violations  
15 are ongoing and continuous in nature, and, as such, will continue in the future.

16 37. After receiving plaintiff’s Notice, none of the appropriate public enforcement  
17 agencies have commenced and diligently prosecuted a cause of action against DEFENDANTS  
18 under Proposition 65 to enforce the alleged violations that are the subject of plaintiff’s Notice.

19 38. The PRODUCTS that DEFENDANTS manufacture, import, distribute, sell, and  
20 offer for sale or use in California cause exposures to DEHP as a result of the reasonably  
21 foreseeable use of the PRODUCTS. Such exposures caused by DEFENDANTS and endured by  
22 consumers and other individuals in California are not exempt from the “clear and reasonable”  
23 warning requirements of Proposition 65, yet DEFENDANTS provide no warning.

24 39. DEFENDANTS knew or should have known that the PRODUCTS they  
25 manufactured, imported, distributed, sold, and offered for sale or use in California contained  
26 DEHP.

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1           40. DEHP is present in or on the PRODUCTS in such a way as to expose individuals  
2 to DEHP through dermal contact and/or ingestion during reasonably foreseeable use.

3           41. The normal and reasonably foreseeable use of the PRODUCTS has caused, and  
4 continues to cause, consumer product exposures to DEHP, as defined by title 27 of the  
5 California Code of Regulations, section 25600.1(e).

6           42. DEFENDANTS had knowledge that the normal and reasonably foreseeable use of  
7 the PRODUCTS exposed individuals to DEHP through dermal contact and/or ingestion.

8           43. DEFENDANTS intended that exposures to DEHP from the reasonably  
9 foreseeable use of the PRODUCTS would occur by their deliberate, non-accidental participation  
10 in the manufacture, importation, distribution, sale, and offering of the PRODUCTS for sale or  
11 use to consumers and other individuals in California.

12           44. DEFENDANTS failed to provide a “clear and reasonable warning” to those  
13 consumers and other individuals in California who were or who would become exposed to  
14 DEHP through dermal contact and/or ingestion resulting from their use of the PRODUCTS.

15           45. Contrary to the express policy and statutory prohibition of Proposition 65 enacted  
16 directly by California voters, individuals exposed to DEHP through dermal contact and/or  
17 ingestion as a result of their use of the PRODUCTS that DEFENDANTS sold without a “clear  
18 and reasonable” health hazard warning, have suffered, and continue to suffer, irreparable harm  
19 for which they have no plain, speedy, or adequate remedy at law.

20           46. Pursuant to Health and Safety Code section 25249.7(b), as a consequence of the  
21 above-described acts, DEFENDANTS are liable for a maximum civil penalty of \$2,500 per day  
22 for each violation.

23           47. As a consequence of the above-described acts, Health and Safety Code  
24 section 25249.7(a) also specifically authorizes the Court to grant injunctive relief against  
25 DEFENDANTS.

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1 **PRAYER FOR RELIEF**

2 Wherefore, plaintiff prays for judgment against DEFENDANTS as follows:

3 1. That the Court, pursuant to Health and Safety Code section 25249.7(b), assess  
4 civil penalties against DEFENDANTS, and each of them, in the amount of \$2,500 per day for  
5 each violation;

6 2. That the Court, pursuant to Health and Safety Code section 25249.7(a),  
7 preliminarily and permanently enjoin DEFENDANTS from manufacturing, distributing, or  
8 offering the PRODUCTS for sale or use in California without first providing a “clear and  
9 reasonable warning” in accordance with title 27 of the California Code of Regulations, section  
10 25600 et seq., regarding the harms associated with exposures to DEHP;

11 3. That the Court, Pursuant to Health and Safety Code section 25249.7(a), issue  
12 preliminary and permanent injunctions mandating that DEFENDANTS recall all PRODUCTS  
13 currently in the chain of commerce in California without a “clear and reasonable warning” as  
14 defined by California Code of Regulations title 27, section 25600 et seq.;

15 4. That the Court grant plaintiff his reasonable attorneys’ fees and costs of suit; and

16 5. That the Court grant such other and further relief as may be just and proper.  
17

18 Dated: September 17, 2018

Respectfully Submitted,  
THE CHANLER GROUP

19  
20  
21 By:   
22 Clifford A. Chanler  
23 Attorneys for Plaintiff  
24 JOHN MOORE  
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# **EXHIBIT A**

# Dual Suction Sponge Caddy

- Durable Chrome Finish With Protective Coating Bottom
- Large Size For Multiple Sponges Or Scrubbies

8 1/8 in. W x 2 1/2 in. L x 3 in. H  
(20.6 cm x 6.3 cm x 7.6 cm)





# **EXHIBIT B**

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 10-K**

Annual Report Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

For the fiscal year ended March 3, 2018

Commission File Number 0-20214

**BED BATH & BEYOND INC.**

(Exact name of registrant as specified in its charter)

**New York**  
(State or other jurisdiction of  
incorporation or organization)

**11-2250488**  
(IRS Employer  
Identification No.)

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

Registrant's telephone number, including area code: **908/688-0888**

**Securities registered pursuant to Section 12(b) of the Act:**

<b><u>Title of each class</u></b>	<b><u>Name of each exchange on which registered</u></b>
Common stock, \$.01 par value	The Nasdaq Stock Market LLC (Nasdaq Global Select Market)

**Securities registered pursuant to Section 12(g) of the Act: None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer   
Emerging growth company

Accelerated filer  (do not check if a smaller reporting company)  
Smaller reporting company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of August 26, 2017, the aggregate market value of the common stock held by non-affiliates (which was computed by reference to the closing price on such date of such stock on the Nasdaq Global Select Market) was \$3,804,085,623.\*

The number of shares outstanding of the registrant's common stock (par value \$0.01 per share) at March 31, 2018: 140,311,297.

**Documents Incorporated by Reference**

Portions of the Registrant's definitive proxy statement for the 2018 Annual Meeting of Shareholders to be filed pursuant to Regulation 14A are incorporated by reference in Part III hereof.

- \* For purposes of this calculation, all outstanding shares of common stock have been considered held by non-affiliates other than the 7,089,619 shares beneficially owned by directors and executive officers, including trusts and foundations affiliated with them. In making such calculation, the Registrant does not determine the affiliate or non-affiliate status of any shares for any other purpose.

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## PART IV

### ITEM 15 – EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a) (1) Consolidated Financial Statements of Bed Bath & Beyond Inc. and subsidiaries are incorporated under Item 8 of this Form 10-K.

(a) (2) Financial Statement Schedules

For the Fiscal Years Ended March 3, 2018, February 25, 2017 and February 27, 2016.

Schedule II – Valuation and Qualifying Accounts

(a) (3) Exhibits

Unless otherwise indicated, exhibits are incorporated by reference to the correspondingly numbered exhibits to the Company's Registration Statement on Form S-1 (Commission File No. 33-47250).

**Exhibit**

<b>No.</b>	<b>Exhibit</b>
3.1***	Restated Certificate of Incorporation
<a href="#">3.2</a>	<a href="#">Certificate of Amendment to the Company's Certificate of Incorporation (incorporated by reference to Exhibit 3 to the Company's Quarterly Report on Form 10-Q/A for the quarter ended August 25, 1996)</a>
<a href="#">3.3</a>	<a href="#">Certificate of Amendment to the Company's Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended August 30, 1997)</a>
<a href="#">3.4</a>	<a href="#">Certificate of Change of Bed Bath &amp; Beyond Inc. under Section 805-A of the Business Corporation Law (incorporated by reference to Exhibit 3.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended August 30, 1997)</a>
<a href="#">3.5</a>	<a href="#">Certificate of Amendment of Certificate of Incorporation (incorporated by reference to Exhibit 3 to the Company's Quarterly Report on Form 10-Q for the quarter ended May 30, 1998)</a>
<a href="#">3.6</a>	<a href="#">Certificate of Amendment of Certificate of Incorporation of the Company (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 1, 2001)</a>
<a href="#">3.7</a>	<a href="#">Certificate of Amendment of Certificate of Incorporation of the Company (incorporated by reference to Exhibit 3.1 to the Company's Form 8-K dated July 1, 2009)</a>
<a href="#">3.8</a>	<a href="#">Amended By-Laws of Bed Bath &amp; Beyond Inc. (as amended effective as of September 23, 2009) (incorporated by reference to Exhibit 3.1 to the Company's Form 8-K dated September 29, 2009)</a>
<a href="#">3.9</a>	<a href="#">Amended By-Laws of Bed Bath &amp; Beyond Inc. (incorporated by reference to Exhibit 3.1 to the Company's Form 8-K filed with the Commission on May 16, 2017)</a>

- 10.47\* [Form of Standard Performance Unit Agreement under 2012 Stock Incentive Plan \(incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed with the Commission on May 9, 2014\)](#)
- 10.48\* [Employment Agreement between the Company and Susan E. Lattmann \(dated as of October 6, 2014\) \(incorporated by reference to Exhibit 10.1 to the Company's Form 10-Q filed with the Commission on October 8, 2014\)](#)
- 10.49\* [Form of Performance Stock Unit Agreement under 2012 Incentive Compensation Plan \(effective 2015\) \(incorporated by reference to Exhibit 10.1 to the Company's Form 10-Q filed with the Commission on July 8, 2015\)](#)
- 10.50\* [Amended and Restated Nonqualified Deferred Compensation Plan \(effective January 1, 2016\) \(incorporated by reference to Exhibit 10.1 to the Company's Form 10-Q filed with the Commission on July 6, 2016\)](#)
- 10.51\* [Amended and Restated Nonqualified Deferred Compensation Plan \(effective January 1, 2008\) \(incorporated by reference to Exhibit 10.2 to the Company's Form 10-Q filed with the Commission on July 6, 2016\)](#)
- 10.52\* [Form of Performance Stock Unit Agreement under 2012 Incentive Compensation Plan \(effective 2016\) \(incorporated by reference to Exhibit 10.3 to the Company's Form 10-Q filed with the Commission on July 6, 2016\)](#)
- 10.53\* [Letter agreement dated February 7, 2017 between the Company and Warren Eisenberg \(incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed with the Commission on February 9, 2017\)](#)
- 10.54\* [Letter agreement dated February 7, 2017 between the Company and Leonard Feinstein \(incorporated by reference to Exhibit 10.2 to the Company's Form 8-K filed with the Commission on February 9, 2017\)](#)
- 10.55\* [Form of Standard Performance Stock Unit Agreement under 2012 Incentive Compensation Plan \(effective 2017\) \(incorporated by reference to Exhibit 10.1 to the Company's Form 10-Q filed with the Commission on June 30, 2017\)](#)
- 10.56\* [Form of Performance Stock Unit Agreement under 2012 Incentive Compensation Plan \(effective 2017\) for Steven H. Temares \(incorporated by reference to Exhibit 10.2 to the Company's Form 10-Q filed with the Commission on June 30, 2017\)](#)
- 10.57\* [Amendment dated as of November 1, 2017 to Employment Agreement between the Company and Susan Lattmann \(incorporated by reference to Exhibit 10.1 to the Company's Form 10-Q filed with the Commission on December 28, 2017\)](#)
- 10.58\*\* [Form of Amendment to Employment Agreement of Matthew Fiorilli and Arthur Stark, dated December 14, 2006 in the case of Mr. Fiorilli and December 22, 2006 in the case of Mr. Stark](#)
- 10.59\*\* [Amendment to Employment Agreement of Eugene A. Castagna, dated December 22, 2006](#)
- 10.60\*\* [Amendment to Employment Agreement of Steven H. Temares, dated August 21, 2009](#)
- 21\*\* [Subsidiaries of the Company](#)

## SUBSIDIARIES OF BED BATH & BEYOND INC.

The following are all of the subsidiaries of Bed Bath & Beyond Inc. other than: (i) 100% owned subsidiaries of Bed 'n Bath Stores Inc. holding no assets other than a single store lease and, in some cases, fully depreciated fixed assets; (ii) 100% owned subsidiaries of Harmon Stores, Inc. holding no assets other than a single store lease and, in some cases, fully depreciated fixed assets; (iii) 100% owned subsidiaries of Buy Buy Baby, Inc. holding no assets other than a single store lease and, in some cases, fully depreciated fixed assets; and (iv) omitted subsidiaries which in the aggregate would not constitute a significant subsidiary.

<i>Name</i>	<i>Jurisdiction</i>
Bed Bath & Beyond of California Limited Liability Company	Delaware
Bed Bath & Beyond Canada L.P.	Ontario
Buy Buy Baby, Inc.	Delaware
Christmas Tree Shops, Inc.	Massachusetts
Cost Plus, Inc.	California
Cost Plus Management Services, Inc.	California
Harmon Stores, Inc.	Delaware
Harbor Linen, LLC	Delaware
Liberty Procurement Co. Inc.	New York
PersonalizationMall.com, LLC	Delaware

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

By: /s/ Steven H. Temares

**Steven H. Temares**  
**Chief Executive Officer**  
May 2, 2018

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Capacity</u>	<u>Date</u>
<u>/s/ Warren Eisenberg</u> <b>Warren Eisenberg</b>	Co-Chairman and Director	May 2, 2018
<u>/s/ Leonard Feinstein</u> <b>Leonard Feinstein</b>	Co-Chairman and Director	May 2, 2018
<u>/s/ Steven H. Temares</u> <b>Steven H. Temares</b>	Chief Executive Officer and Director	May 2, 2018
<u>/s/ Susan E. Lattmann</u> <b>Susan E. Lattmann</b>	Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	May 2, 2018
<u>/s/ Dean S. Adler</u> <b>Dean S. Adler</b>	Director	May 2, 2018
<u>/s/ Stanley Barshay</u> <b>Stanley Barshay</b>	Director	May 2, 2018
<u>/s/ Klaus Eppler</u> <b>Klaus Eppler</b>	Director	May 2, 2018
<u>/s/ Patrick R. Gaston</u> <b>Patrick R. Gaston</b>	Director	May 2, 2018
<u>/s/ Jordan Heller</u> <b>Jordan Heller</b>	Director	May 2, 2018
<u>/s/ Victoria A. Morrison</u> <b>Victoria A. Morrison</b>	Director	May 2, 2018
<u>s/ Johnathan B. Osborne</u> <b>Johnathan B. Osborne</b>	Director	May 2, 2018
<u>/s/ Virginia P. Rueterholz</u> <b>Virginia P. Rueterholz</b>	Director	May 2, 2018