

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * LEMONIS MARCUS (Last) (First) (Middle) 433 ASCENSION WAY, 3RD FLOOR (Street) MURRAY, UT 84123 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol BED BATH & BEYOND, INC. [BBBY]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) EXECUTIVE CHAIRMAN & CEO
3. Date of Earliest Transaction (MM/DD/YYYY) 2/4/2026		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Performance Shares	(1)	2/4/2026		A		424,300		(1)	(1)	Common Stock	424,300	\$0.001	424,300	D	
Common Stock Warrants	\$15.5	10/7/2025		A		45,615 (2)		12/3/2025	10/7/2026	Common Stock	45,615	\$0.001	45,616	D	

Explanation of Responses:

- (1) Each performance share represents a contingent right to receive one share of Bed Bath & Beyond, Inc. common stock. On March 10, 2025 the reporting person was granted an award of performance shares, which are scheduled to vest in three equal installments at the close of business on March 10, 2026, March 10, 2027, and March 10, 2028, subject to and upon the satisfaction of certain performance criteria. On February 4, 2026, the compensation committee of the Issuer's board of directors determined that a total of 424,300 performance shares were earned based on performance relative to the performance criteria for fiscal year 2025. Accordingly, the earned performance shares will vest based on continued service through the applicable vesting date specified above.
- (2) Represents warrants that were originally issued on October 7, 2025 as a pro-rata distribution to all holders of common stock. Each warrant entitles the holder to purchase one share of the Registrant's common stock at an exercise price of \$15.50 per warrant. This distribution was exempt from immediate reporting under Section 16.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEMONIS MARCUS 433 ASCENSION WAY 3RD FLOOR MURRAY, UT 84123	X		EXECUTIVE CHAIRMAN & CEO	

Signatures

/s/ Christina Wheeler, Attorney-in-Fact

2/6/2026

**
Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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