

COST PLUS INC/CA/
Form 4
June 29, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
BED BATH & BEYOND INC

2. Issuer Name and Ticker or Trading Symbol
COST PLUS INC/CA/ [CPWM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

715 MORRIS AVENUE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/29/2012

____ Director 10% Owner
____ Officer (give title below) ____ Other (specify below)

SPRINGFIELD, NJ 07081

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction 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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, par value \$0.01 per share ⁽¹⁾ ₍₂₎ | 06/29/2012 | | P | 37,096,522 ⁽¹⁾ ₍₂₎ | A \$ 22 37,096,522 ⁽¹⁾ ₍₂₎ | D | |

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

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SEC 1474
(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction 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 (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BED BATH & BEYOND INC 715 MORRIS AVENUE SPRINGFIELD, NJ 07081 | | X | | |

Signatures

/s/ Eugene A. Castagna, on behalf of Bed Bath & Beyond Inc. 06/29/2012

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) On May 8, 2012, Cost Plus, Inc. ("Issuer") entered into an Agreement and Plan of Merger (the "Merger Agreement") with Bed Bath & Beyond Inc. ("Parent") and Blue Coral Acquisition Corp., a California corporation and wholly owned subsidiary of Parent ("Purchaser"). Pursuant to the Merger Agreement, and upon the terms and subject to the conditions thereof, Purchaser consummated a cash tender offer (the "Offer") to acquire all of the shares of Issuer's common stock (the "Shares") at a purchase price of \$22.00 per Share in cash.
- (2) As a result of the purchase of Shares in the Offer and pursuant to the exercise of a top-up option, Parent, through Purchaser, owned sufficient Shares to effect the merger of Purchaser with and into Issuer (the "Merger") in accordance with the short-form merger provisions of the California Corporations Code, without a vote or meeting of Issuer's shareholders. Pursuant to the Merger, each outstanding Share not tendered and purchased in the Offer (other than those as to which holders may properly exercise dissenters rights, if any), was converted into the right to receive the same \$22.00 per Share price, without interest and less any required withholding taxes, that was paid in the Offer. Upon the closing of the Merger, Issuer became a wholly owned subsidiary of Parent, and Parent acquired direct beneficial ownership of the Shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.