

Title: Ryan Cohen is considered a beneficial owner of BBBY according to CFR 240.16a. 2 Late SEC form filings can indicate major transactions.

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Permalink: /r/TheGloryHodl/comments/xy7cc7/ryan\_cohen\_is\_considered\_a\_beneficial\_owner\_of/

Url: [https://www.reddit.com/r/BBBY/comments/xxzr27/ryan\\_cohen\\_is\\_considered\\_a\\_beneficial\\_owner\\_of/?utm\\_source=share&utm\\_medium=ios\\_app&utm\\_name=iossmf](https://www.reddit.com/r/BBBY/comments/xxzr27/ryan_cohen_is_considered_a_beneficial_owner_of/?utm_source=share&utm_medium=ios_app&utm_name=iossmf)

Linked Post Content:

**\*\*Just follow the bold to get the gist\*\***

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TLDR for those on dark mode that can't see the bolds

He filed his form 3 and 13d/a form late on Aug 15 and Aug 16 respectively (3 months and 2 weeks late for each). This sometimes signals a m&a; , or taking a company private. He still has a direct financial interest due to his financial sponsors mentioned in his letter to the board. My personal opinion is that section 312.03(b) is involved in the sales. These will allow further progression without the the need for a shareholder vote which doesn't occur for a long while (next shareholder meeting in July 2023). Form 144 is signed by Cohen indicating there was nothing awry at BBBY to cause sales.

Edits: wording, and some additions. 10Q corrected to 10K

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Who can be a beneficial owner?"**Beneficial ownership**" examples: Depends on whether the person has **the opportunity to profit, directly or indirectly, from a purchase, sale or other transaction in the public company's equity securities (a "profit interest")** A profit interest **may exist as the result of any contract, arrangement**

**(standstill agreement surrounding letter about acquisition of Baby, private buyer etc.)**

understanding, or relationship that **the insider (including 10% share owner , which occurred officially on April 21\\*\\*) may have with another person or organization** (Section A2 delineates that share ownership is not required).

**RC Ventures** letter to board "We believe Bed Bath presently satisfies **financial sponsors'** (plural) **interests in.....**"

<https://preview.redd.it/3oonavvords91.jpg?width=1017&format=pjpg&auto=webp&s=48a18942619d554def0538c5c8ac5ad0c72c192e>

**Profit directly or indirectly, check. Agreement with financial sponsors, check.**

Take a look through the **standstill agreement** and search through to see **how many times** you see the word **affiliates and associates** come up **in image below.** \-----

<https://preview.redd.it/snu391m5tds91.jpg?width=1318&format=pjpg&auto=webp&s=7ef026e9b23f1b0b366b6089b28b666742c5b87b>

Cohen is a beneficial owner and his 13d with letter to board that began correspondence on March 8, and the 13d/a filed on March 25 with exhibit 99 the standstill agreement, says as much. Even though he is currently without shares or calls.

Personal take:

I think the 500 million from L Catterton for M&A; through Dragonfly is heavily involved here, but financial interests can also be stores that would like to have some shelf space with Buy Buy Products on them. And Baby will not slip through Cohen's hands and personal control.

**\*\*Late submissions to sec filings\*\***

One poster who wishes to not get “dragged back into this” as they put it was correct that he filed 2 forms apparently late. He thought Cohen was in for possible real trouble but that is not consistent with what I found. Or what it could possibly indicate.

Penalties- **\*\*for individual insiders- Late 13d penalties are typically 15 to 75k in civil penalties\*\***

**\*\*Analysis of late filings by Cohen\*\***

It does appear he filed both the **\*\*\*13d/a on Aug 16 late,\*\*\*** **\*\*as well as the schedule 3 on Aug 15 late.\*\*** The event date on both forms of April 21, which made these particular forms due within 10 days from there.

**\*Perhaps, Cohen can file a form 5 for these late / missing “transaction” types which would not be due until May to late June 2023 (45 days after BBBY fiscal year end which occurs in mid to Early April for BBBY) by checking the box indicating “other” on the form 5 but I think this is a stretch.\***

( image for mobile post ) [<https://imgur.com/a/qfC7mug>](<https://imgur.com/a/qfC7mug>)

**\*\*13d late file examples\*\***

**\*\*Musk 's case\*\*** and others...[[https://lawprofessors.typepad.com/business\\_law/2022/04/so-elon-musk-didnt-file-a-form-on-time.html](https://lawprofessors.typepad.com/business_law/2022/04/so-elon-musk-didnt-file-a-form-on-time.html)]([https://lawprofessors.typepad.com/business\\_law/2022/04/so-elon-musk-didnt-file-a-form-on-time.html](https://lawprofessors.typepad.com/business_law/2022/04/so-elon-musk-didnt-file-a-form-on-time.html))TLDR; Basically with a late 13d, good luck trying to prove malfeasance, especially since there was not misleading statements, only late filings. (Musk filed a 13g. This is when you hold a large portion of stock but are effectively saying, you don't intend to influence direction of company Directly as those found in activist investor pursuits.

He then **\*\*filed a 13d\*\*** (saying he had intention to **\*\*influence direction\*\*** with his **\*\*over 5 percent stake\*\*** but **\*\*filed it\*\*** **\*\*well\*\*** **\*\*after\*\*** he already made **\*\*that intention known publicly.\*\*** For context, **\*\*Cohen filed\*\*** a 13d for BBBY on March 7, a day **\*\*before his public announcement\*\*** on Twitter of writing the board (letter dated March 6). Elon has plans to take Twitter private, and of course there's the famous, “Am considering taking Tesla private at \$420. Funding secured. “

Is there past **\*\*examples for late filling and taking companies private\*\***? Yes, a bit. Going private and late filing 13d example

[<https://www.sec.gov/news/press-release/2015-47>](<https://www.sec.gov/news/press-release/2015-47>)

Mergers and Acquisitions, sale or transfer of assets Another **\*\*example of late 13d filings including\*\*** “ (2) **\*\*an extraordinary corporate transaction (for example, merger, reorganization\*\*** or liquidation)

involving the issuer or its subsidiaries, **(3) a sale or transfer** of material assets of the issuer or its subsidiaries, **\*\*\*\***

This page link where this bolded text was taken from actually describes a private takeover attempt that resulted in a civil fine, AND a cease and desist. The cease and desist occurred because in addition to years long late filings, **the filers explicitly stated they had no intention that we result in a plan or proposal** type found in box 4.

**RC Ventures** in comparison, submitted a 13d and letter as an exhibit 99 to the board on March 7 which describes going private, and acquisition scenarios. And his 13d and its Exhibit 99, the standstill agreement March 25th outlines these and other possible scenarios.

<https://i.redd.it/no55zjwjwds91.gif>

\*Also consider, I mean really, if all these big players including Cohen's lawyer who is an up and coming M&A; specialized lawyer would put his client at risk with late filings if it was beyond the minor monetary fines I show below that are typical for late files.\* I also address as best I can the idea in the bonus section that he was somehow caught off guard that share buybacks could have sent him over the 10% sooner than he realized could happen. I think this is general ignorance of the sophistication involved in here or a red herring at worst.\*

**Speculation section** (Former CFO Arnal filed a form 144 the same date as Cohen. More often than not, form 144 is related and in conjunction with plan 10b5-1. This is where you pick a date to sell into the future as a board member. If you comb through these forms, you'll see their often for stock options, and restricted stock units (RSUs). RSUs must vest before you can receive the underlying shares.)\*  
[\*<https://www.sec.gov/corpfin/form-144-email>](<https://www.sec.gov/corpfin/form-144-email>) \*These are zip files)\*

I believe these late filings are somehow related to possible actions that occurred around Aug 15 /16 with sales being required to avoid conflicts of interest.

An M&A; timeline that from the date of the standstill, could line up very well with a typical M&A; timeline of events. But of course there are other possibilities.

I believe this includes BBY being able to keep the purchase agreement private (You can check this post for more on this and a possible timeline of events [[https://www.reddit.com/r/BBY/comments/wy33eg/the\\\_bullish\\\_sell\\\_and\\\_cryptic\\\_tweets\\\_merger/](https://www.reddit.com/r/BBY/comments/wy33eg/the\_bullish\_sell\_and\_cryptic\_tweets\_merger/)]([https://www.reddit.com/r/BBY/comments/wy33eg/the\\\_bullish\\\_sell\\\_and\\\_cryptic\\\_tweets\\\_merger/](https://www.reddit.com/r/BBY/comments/wy33eg/the\_bullish\_sell\_and\_cryptic\_tweets\_merger/))).

Form 3 needs to be filed within 10 days of an "event date" where one is a 10% or greater shareholder, (or other form of insider role). The event date for the Aug 15 form 3 filed, and Aug 16 13d/a filed was listed as April 21. April 21 was when BBY released their 10K filing which officially updates share count. In this case, it was the date Cohen officially when from 9.8% to 11.8% of shares owned.

(Dragonfly Commerce has been renamed, and Cohen shuffled from being off to back on the board during this same time frame, possibly due to legal reasons to better facilitate the transaction- Also private companies like Dragonfly move people around in preparation of going public, in this case a reverse triangular merger possibly as people find their best roles for the new public company. Todd has shuffled around various roles the most, and others have moved a few places as well).

8/15 makes sense to me according to some timelines, of a starting process around the filing of the 10K. It even seems plausible you'd have the 10K officially released before some aspect of a contract could be started/finished.

If anything the late filing could be a nod to say, hey I'm still here, look at cases with late filings.

One possible **reasons** for sells if you haven't seen. 312.03(b) is the main one I believe (related to

shareholder votes) at play here (details in The Bullish Sell and Cryptic Tweets post"). There is 3 or 4 other logical ones as well like, \*To avoid a conflict of interest being on multiple other boards that could be involved in the deal (See Musk Solar City case which has dragged on in court for years for one conflict of interest example, or perhaps the Larry Ellison Oracle case could be more fitting here. Probably much better examples I haven't had time to look into much at all).\*

People scrounging through these filings and reporting the first seemingly dubious thing. -1. They could see the event date related to the 16th share buyback reporting and see it as a nothing burger. Just a late filing. 2\\*\*. \*\*Why throw out allegations of needing to be investigated without adding to the fact that 2 filings were late? Why?\\*\*\\*\*\* Because people investigating might find out that a couple of late filings could actually be bullish as hell?

\*\*Also form 144 by RC Ventures in regard to the sales, says it "does not know any material adverse information in regard to the current and prospective operations of the issuer of the securities".\*\*

So \*\*unless one is suggesting that Cohen filled out the form dishonestly,\*\* \*\*the notion that he sold because he found something wrong with BBY operations should be debunked.\*\*

<https://preview.redd.it/wynjns8mlfs91.jpg?width=597&format=pjpg&auto=webp&s=6299367ab34df4bd2baa36fa50f591a43bd24da6>

\*\*Makes me think of the Cheng tweet, about being late, or on time. Maybe sometimes what appears to be late is actually right on time...\*\*

\*\*Well, that's pretty much it.\*\* Went down a lot of false leads to find this, but it seems at least a little more wrinkled than what else I've seen on the matter. If anyone wants a particular source just comment and I'll include it within a day or so.

One of my next posts will go through the standstill agreement and see if I can make some sense of it and tie it in this info. Or If I'm lucky someone else will do a thorough post on it.

Bonus section:

Some other examples of event dates and his percentages being similar with Gamestop and speculation. Cohen's 13/d on March 7th listed an event date of Feb 24th. His 9,450,100 voting power (7,780,000 million shares and calls adding to that total) and the 96,337,713 BBY shares outstanding as of November 27, 2021 as reported in BBY's Quarterly Report on Form 10-Q, put him at 6% (He bought several shares on that exact date as well). So the three percentage filings Cohen has filed so far for BBY were 6% ,9.8%, and 11.8% Cohen had 9.98% then 12.8%, then 11.8% over his past several 13d filings at Gamestop. The 9.98 and 11.8 percent at Gamestop, and the BBY 9.8 and 11.8% compared to Gamestop stand out to me for their similarity. Also as someone else posted, he began buying BBY on Jan 13, which was a big move for Gamestop on its run up. /u/n3rdacalypso also noted how his interest in saving BBY could be related to keeping BBY in a good position that could help Gamestop as well (related to basket theory).\*\*I never believed him going over 10 percent was an oversight, or a lack of planning. (He also had a standstill agreement with the Gamestop board, but I haven't looked it over).\*\*

<https://preview.redd.it/59plcdancfs91.jpg?width=823&format=pjpg&auto=webp&s=76e81647ee335d5a98a9e0b016c840b5ea37c22f>

Some sauces -

RC Ventures Filings Gamestop and BBY [<https://www.sec.gov/edgar/browse/?CIK=0001822844>](<https://www.sec.gov/edgar/browse/?CIK=0001822844>) Standstill agreement [[https://www.sec.gov/Archives/edgar/data/886158/000092189522000972/ex991to13da113351002\\_032422.htm](https://www.sec.gov/Archives/edgar/data/886158/000092189522000972/ex991to13da113351002_032422.htm)]([https://www.sec.gov/Archives/edgar/data/886158/000092189522000972/ex991to13da113351002\\_032422.htm](https://www.sec.gov/Archives/edgar/data/886158/000092189522000972/ex991to13da113351002_032422.htm)) Letter to the board [ht

ps://www.sec.gov/Archives/edgar/data/886158/000119380522000426/ex991to13d13351002\_03072022.htm](https://www.sec.gov/Archives/edgar/data/886158/000119380522000426/ex991to13d13351002\_03072022.htm) Search "fiscal 2019 " or "fiscal 2020" and look for fourth in the title. Sometimes they announce the date it will be on, but the reports are all in April [https://bedbathandbeyond.gcs-web.com/news-releases](https://bedbathandbeyond.gcs-web.com/news-releases) Form 144 [https://www.sec.gov/corpfin/form-144-email](https://www.sec.gov/corpfin/form-144-email)

takeover attempt cease and desist ([https://www.huntonak.com/en/insights/sec-charges-investors-participating-in-going-private-transactions-with-violating-beneficial-ownership-reporting-requirements.html](https://www.huntonak.com/en/insights/sec-charges-investors-participating-in-going-private-transactions-with-violating-beneficial-ownership-reporting-requirements.html))(https://www.huntonak.com/en/insights/sec-charges-investors-participating-in-going-private-transactions-with-violating-beneficial-ownership-reporting-requirements.html))Beneficial owner section see Note to Paragraph A on webpage

[https://www.law.cornell.edu/cfr/text/17/240.16a-1](https://www.law.cornell.edu/cfr/text/17/240.16a-1)(https://www.law.cornell.edu/cfr/text/17/240.16a-1)Form 3 instructions [https://www.sec.gov/files/form3data.pdf](https://www.sec.gov/files/form3data.pdf)(https://www.sec.gov/files/form3data.pdf)

[https://www.law.cornell.edu/cfr/text/17/240.16a-1](https://www.law.cornell.edu/cfr/text/17/240.16a-1)(https://www.law.cornell.edu/cfr/text/17/240.16a-1)240.16a sections

Beneficial owner 240.13d-3 [https://www.ecfr.gov/current/title-17/chapter-II/part-240/section-240.13d-3](https://www.ecfr.gov/current/title-17/chapter-II/part-240/section-240.13d-3)(https://www.ecfr.gov/current/title-17/chapter-II/part-240/section-240.13d-3)