

# BEST BUY CO INC (BBY)

## DEFR14A

Definitive revised proxy soliciting materials  
Filed on 05/15/2012

THOMSON REUTERS ACCELUS™



THOMSON REUTERS

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

**SCHEDULE 14A**

(Rule 14a-101)

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material pursuant to §240.14a-12

**BEST BUY CO., INC.**

\_\_\_\_\_  
(Name of Registrant as Specified In Its Charter)

\_\_\_\_\_  
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1)	Title of each class of securities to which transaction applies: _____
(2)	Aggregate number of securities to which transaction applies: _____
(3)	Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): _____
(4)	Proposed maximum aggregate value of transaction: _____
(5)	Total fee paid: _____

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1)	Amount Previously Paid: _____
(2)	Form, Schedule or Registration Statement No.: _____
(3)	Filing Party: _____
(4)	Date Filed: _____

---

**BEST BUY CO., INC.**  
**7601 Penn Avenue South**  
**Richfield, Minnesota 55423**

**SUPPLEMENT TO PROXY STATEMENT FOR  
2012 REGULAR MEETING OF SHAREHOLDERS  
TO BE HELD ON THURSDAY, JUNE 21, 2012**

To Our Shareholders:

On or about May 9, 2012, you were mailed a Notice of Internet Availability of Proxy Materials (the "Notice") or a full set of proxy materials, including a Notice of Annual Meeting of Shareholders and accompanying Proxy Statement (the "Proxy Statement"), for the 2012 Regular Meeting of Shareholders (the "Annual Meeting") of Best Buy Co., Inc. ("Best Buy," "we," "us," "our" or the "Company").

After the filing and mailing of the Proxy Statement and the Notice, the Company's Board of Directors (the "Board") determined to change its recommendation with respect to Proposal 5, a shareholder proposal recommending declassification of the Board. In addition, as previously disclosed in the Company's Current Report on Form 8-K, filed on May 14, 2012, the Company entered into a separation agreement with Brian J. Dunn, its former Chief Executive Officer, and elected Hatim Tyabji to succeed Richard Schulze as Chairman of the Board effective at the conclusion of the Annual Meeting on June 21, 2012.

The April 23, 2012 record date for determining Shareholders entitled to vote at the Annual Meeting has not changed. Except as amended or supplemented by the information contained in this Proxy Supplement, the Proxy Statement continues to apply and should be considered (along with this Proxy Supplement) in casting your vote in connection with the Annual Meeting.

**Revised Recommendation on Proposal 5:**

The following recommendation of the Board regarding Proposal 5 updates and supersedes the Board's recommendation on Proposal 5 in the Proxy Statement. The substance of Proposal 5 is unchanged.

**PROPOSAL 5: SHAREHOLDER PROPOSAL RECOMMENDING DECLASSIFICATION OF OUR BOARD OF DIRECTORS**

The Proxy Statement includes a shareholder proposal (the "Proposal") urging the Board to take all necessary steps (other than any steps that must be taken by shareholders) to eliminate the classification of the Board and to require that all directors elected at or after the annual meeting held in 2013 be elected on an annual basis. Implementation of the Proposal should not prevent any director elected prior to the annual meeting held in 2013 from completing the term for which such director was elected.

The Board has moved from a neutral position to a recommendation that the shareholders approve the Proposal recommending declassification of the Board, which would require each director to stand for reelection on an annual basis.

The Board supports the Proposal as an additional demonstration of its commitment to strong corporate governance practices. It believes that all directors – with no exceptions – should be subject to approval by the shareholders on an annual basis.

The affirmative vote of at least a majority of the voting power of the shares present, in person or by proxy, and entitled to vote (excluding broker non-votes) is required to approve the Proposal. Shareholders should be aware that approval of the Proposal would not necessarily result in a declassified Board. In order to declassify the Board, it would need to submit a proposal to the shareholders for approval of an amendment to the relevant sections of our Amended and Restated Articles of Incorporation and Amended and Restated By-Laws.

The Board recommends that you vote "FOR" the Proposal to urge the Board to take all necessary steps (other than any steps that must be taken by shareholders) to eliminate the classification of the Board and to require that all directors elected at or after the annual meeting held in 2013 be elected on an annual basis.

**IT IS INTENDED THAT, UNLESS OTHERWISE INSTRUCTED, THE SHARES REPRESENTED BY THE PROXY (OTHER THAN BROKER NON-VOTES) WILL BE VOTED "FOR" THE PROPOSAL RECOMMENDING DECLASSIFICATION OF THE BOARD OF DIRECTORS.**

---

### ***Voting Instructions***

If you have not yet submitted a proxy card or voting instructions, please note that, due to the change in the recommendation of the Board, properly executed proxy cards without specific voting instructions will now be voted "FOR" Proposal 5.

We encourage you to submit your vote online or by telephone. If, however, you plan to submit your vote by mail, please note that former versions of the proxy card indicate that uninstructed shares on otherwise properly executed proxy cards will be voted "ABSTAIN" on Proposal 5. In accordance with the revised recommendation of the Board, all properly executed proxy cards without specific voting instructions will now be voted "FOR" Proposal 5, despite any contrary indications on former versions of the proxy card. Please note that if you originally received paper copies of the Proxy Statement, including a proxy card, you will be receiving in the mail a current version of the proxy card. Please discard the former version of the proxy card and instead, please submit your votes using the current version that will be sent to you.

For information on how to submit your vote or request a current version of the proxy card, please refer to the instructions at the end of this Proxy Supplement.

### **Recent Developments:**

The following updates information about the Company that was contained in the Proxy Statement.

#### ***Separation Agreement with Mr. Dunn***

As previously announced by the Company, on April 9, 2012, Mr. Dunn notified the Board that he had resigned, and the Board accepted his resignation, as Chief Executive Officer and Director of the Company, effective April 10, 2012. On May 14, 2012, the Company announced that the Board had approved, and Best Buy and Mr. Dunn had entered into, a separation agreement, which includes, among other terms, compensation provisions, a release of claims by Mr. Dunn and non-competition provisions. The value of the compensation to be paid to Mr. Dunn includes value reflecting the increased period for non-competition from one year (Best Buy policy) to three years. The compensation provisions of the separation agreement include the following:

- the previously earned fiscal year 2012 bonus of \$1,140,000;
- the continued vesting of the previously awarded and reported restricted stock grants of 131,876 shares on their original terms over the next three years, at which point any unvested shares of restricted stock will vest (such restricted stock was valued at the close of business on May 11, 2012, at \$19.28 per share (totaling \$2,542,569));
- a severance payment of \$2,850,000, payable in installments over 36 months, subject to Mr. Dunn's compliance with the non-competition provisions; and
- compensation for unused vacation of \$106,742 (in accordance with Best Buy policy).

Using the May 11, 2012 stock price for calculation, the estimated total value of the compensation provisions of the separation agreement is \$6,639,311. In addition, Mr. Dunn will continue to receive medical insurance benefits for 36 months. Mr. Dunn may revoke the separation agreement by providing notice to the registrant no later than May 27, 2012.

#### ***Election of Chairman of the Board***

On May 12, 2012, the Board elected director Hatim Tyabji to succeed Richard Schulze as Chairman of the Board, effective at the conclusion of the annual stockholders' meeting on June 21, 2012. Mr. Tyabji, who is currently chairman of the Audit Committee of the Board, has served as a director of the registrant since 1998. When Mr. Schulze steps down as Chairman, he will become Founder and Chairman Emeritus, an honorary position. As Founder and Chairman Emeritus, Mr. Schulze will continue to maintain an office at the Company's headquarters for his personal use, and he and his wife will continue to receive medical insurance benefits. Mr. Schulze will serve out the remainder of his term as director through June 2013.

---

**This Proxy Supplement does not change the proposals to be acted upon at the Annual Meeting, which are described in the Proxy Statement.** As a shareholder, your vote is very important and the Board strongly encourages you to exercise your right to vote whether or not you plan to attend the Annual Meeting and regardless of the number of shares of Best Buy common stock that you own.

If you have already submitted your vote, this Proxy Supplement does not require that you do so again. If you have previously submitted a proxy card or voting instructions and wish to change your vote, either as a result of the revised recommendation of the Board, or because you had previously submitted a properly executed proxy card without specific instructions, please re-submit your vote:

- Via the Internet at [www.proxyvote.com](http://www.proxyvote.com);
- By telephone (within the U.S. or Canada) toll-free at 1-800-690-6903;
- By signing and returning a proxy card if you have received paper materials; or
- By attending the Annual Meeting and voting in person.

**Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to be held on June 21, 2012.**

This Proxy Supplement, the Notice of Annual Meeting and Proxy Statement and our Annual Report on Form 10-K for the fiscal year ended March 3, 2012 are available at [www.proxyvote.com](http://www.proxyvote.com). In addition, if you have not received a copy of our proxy materials and would like to receive one for the Annual Meeting or for future shareholder meetings, or if you would like to receive the current version of the proxy card, you may request paper or e-mail copies as follows:

- By telephone: call 1-800-579-1639 free of charge and follow the instructions;
- Via the Internet: go to [www.proxyvote.com](http://www.proxyvote.com) and follow the instructions; or
- By e-mail: send an e-mail message to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). Please send a blank e-mail and put the 12-digit control number located in your Notice in the subject line.

Please make the request as instructed above on or before June 13, 2012 to facilitate timely delivery.

By Order of the Board of Directors



Minneapolis, Minnesota  
May 15, 2012

Keith J. Nelsen  
*Secretary*

---



**BEST BUY CO., INC.**  
**7601 PENN AVENUE SOUTH**  
**RICHFIELD, MN 55423**

**VOTE BY INTERNET**

*Before The Meeting* - Go to [www.proxyvote.com](http://www.proxyvote.com)

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. Eastern Time the day before the cut-off date or Meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

*During The Meeting* - Go to [www.virtuashareholdermeeting.com/bby](http://www.virtuashareholdermeeting.com/bby)

You may attend the Meeting via the Internet and vote during the Meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

**VOTE BY PHONE - 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time the day before the cut-off date or Meeting date. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

M47618-P22800

KEEP THIS PORTION FOR YOUR RECORDS  
 DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

<b>BEST BUY CO., INC.</b>		<b>For All</b>	<b>Withhold All</b>	<b>For All Except</b>	To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below.	
This Proxy, when properly executed and returned to Best Buy, will be voted in the manner directed herein by the undersigned shareholder(s). If no direction is made, this proxy will be voted FOR Proposals 1, 2, 3, 4, and 5, if properly presented at the Meeting. In their discretion, the proxy agents may vote upon such other business as may properly come before the Meeting.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	_____	
1. Election of three Class 1 Directors						
<b>Nominees:</b>						
01) Lisa M. Caputo						
02) Kathy J. Higgins Victor						
03) Gérard R. Vittecoq						
2. To ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending February 2, 2013.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
3. To conduct an advisory vote to approve our named executive officer compensation.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
4. To approve an increase in the available number of shares under the Best Buy Co., Inc. 2008 Employee Stock Purchase Plan.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
5. To vote on a shareholder proposal recommending declassification of our Board of Directors, if properly presented at the Meeting.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
6. In their discretion, the proxy agents may vote upon such other business as may properly come before the Meeting.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
For comments, check the box to the right, and note on the reverse side.		<input type="checkbox"/>				
<b>HOUSEHOLDING ELECTION</b> - Please indicate if you consent to receive certain future investor communications in a single package per household.		<input type="checkbox"/>	<input type="checkbox"/>			
		<b>Yes</b>	<b>No</b>			
If you vote by mail, please date and sign exactly as your name appears and return this card promptly in the accompanying postage-paid envelope. If shares are held by joint tenants or as community property, both shareholders must sign.						
<input type="text"/>	<input type="text"/>	<input type="text"/>		<input type="text"/>		
Signature [PLEASE SIGN WITHIN BOX]	Date	Signature (Joint Owners)		Date		



**BEST BUY CO., INC.**  
**REGULAR MEETING OF SHAREHOLDERS**  
**9:30 a.m., Central Time, on Thursday, June 21, 2012**

Dear Best Buy Shareholder:

Your vote is important! We encourage you to vote promptly and to take advantage of Internet or telephone voting, both of which are available 24 hours a day, seven days a week.

**Vote by Internet:** Go to [www.proxyvote.com](http://www.proxyvote.com) and follow the prompts.  
**Vote by Telephone:** Call 1-800-690-6903 if you are in the U.S. or Canada, and follow the prompts.

*(If you vote by Internet or by telephone, please do not mail your proxy card.)*

**Receive Investor Communications Electronically:**

Help us make a difference by eliminating paper mailings to your home or business. We will provide all future proxy materials and annual reports to you electronically, unless you indicate otherwise. You can, of course, change your preference and choose to receive paper copies of these materials at any time.

**YOUR VOTE IS IMPORTANT. THANK YOU FOR VOTING.**

**Important Notice Regarding the Availability of Proxy Materials for the Regular Meeting of Shareholders to be held on June 21, 2012:**  
Our Notice and Proxy Statement and the Proxy Supplement and our Annual Report on Form 10-K for the fiscal year ended March 3, 2012 are available at [www.proxyvote.com](http://www.proxyvote.com).

-----  
**FOLD AND DETACH HERE IF YOU ARE RETURNING YOUR PROXY CARD BY MAIL**

M47619-P22800

PROXY

BEST BUY CO., INC.

PROXY

7601 Penn Avenue South, Richfield, Minnesota 55423

**This Proxy is Solicited  
on Behalf of the Board of Directors  
for use at the Regular Meeting of Shareholders to be held on  
June 21, 2012**

The undersigned appoint(s) Richard M. Schulze and/or Keith J. Nelsen, each with the power of substitution, as his or her proxies ("Proxy Agents") to vote as directed on the reverse side of this proxy card, all the shares of common stock of Best Buy Co., Inc. held of record by the undersigned as of April 23, 2012, at the Regular Meeting of Shareholders (the "Meeting") to be held on Thursday, June 21, 2012, at 9:30 a.m., Central Time, at the Best Buy Corporate Campus - Theater, 7601 Penn Avenue South, Richfield, Minnesota 55423, or any postponement or adjournment of the Meeting. The undersigned acknowledges receipt of the Notice of 2012 Regular Meeting of Shareholders and the related Proxy Statement.

**IF NO OTHER INDICATION IS MADE ON THE REVERSE SIDE OF THIS PROXY CARD, THE PROXY AGENTS WILL VOTE FOR PROPOSALS 1, 2, 3, 4, AND 5, AND IN THEIR DISCRETION, UPON SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING.**

Comments: \_\_\_\_\_  
\_\_\_\_\_

(If you noted comments above, please mark corresponding box on the reverse side.)