

BEST BUY CO INC
Form 8-K
July 16, 2013

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K

**CURRENT REPORT PURSUANT
TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported) **July 16, 2013**

BEST BUY CO., INC.

(Exact Name of Registrant as Specified in Its Charter)

Minnesota

(State or Other Jurisdiction of Incorporation)

1-9595

(Commission File Number)

41-0907483

(IRS Employer Identification No.)

**7601 Penn Avenue South
Richfield, Minnesota**

(Address of Principal Executive Offices)

55423

(Zip Code)

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(612) 291-1000

(Registrant's Telephone Number, Including Area Code)

N/A

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01 Other Events

On July 16, 2013, Best Buy Co., Inc. (the Company) completed a public offering of \$500,000,000 aggregate principal amount of its 5.000% Notes due 2018 (the Notes). The Notes were offered under the Company's Registration Statement on Form S-3ASR (File No. 333-172662) which was filed with the Securities and Exchange Commission (the Commission) on March 8, 2011.

The Notes were issued under an Indenture, dated as of March 8, 2011 (the Base Indenture), between the Company and U.S. Bank National Association, as successor trustee to Wells Fargo Bank, N.A., as supplemented by the Second Supplemental Indenture, dated as of July 16, 2013 (the Second Supplemental Indenture). A form of the Base Indenture is set forth as Exhibit 4.1 to the Company's Registration Statement on Form S-3ASR (File No. 333-172662), filed on March 8, 2011, and is incorporated herein by reference.

In connection with the public offering of the Notes, the Company has filed with the Commission a Prospectus dated March 8, 2011 and a related Prospectus Supplement dated July 11, 2013, as filed with the Commission on July 12, 2013 (File No. 333-172662). The Prospectus Supplement includes relevant information regarding recent developments and the use of the public offering proceeds.

Interest on the Notes will be payable semi-annually on February 1 and August 1 of each year, commencing on February 1, 2014, to holders of record on the preceding January 15 or July 15, as the case may be.

The Notes will mature on August 1, 2018.

The Notes will be the Company's senior unsecured obligations and will rank equally with the Company's other unsecured and unsubordinated debt from time to time outstanding.

On July 11, 2013, the Company entered into an Underwriting Agreement (the Underwriting Agreement) with the several underwriters named therein, for which Barclays Capital Inc., Citigroup Global Markets Inc. and J.P. Morgan Securities LLC acted as representatives, for the issuance and sale by the Company of the Notes.

The foregoing descriptions of the Underwriting Agreement and the Second Supplemental Indenture (including the forms of the Notes) are qualified in their entirety by the terms of such agreements. Please refer to such agreements, which are incorporated herein by reference and attached hereto as Exhibits 1.1 and 4.1, respectively.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

| Exhibit No. | Description |
|--------------------|--|
| 1.1 | Underwriting Agreement, dated as of July 11, 2013 |
| 4.1 | Second Supplemental Indenture, dated as of July 16, 2013, to the Indenture, dated as of March 8, 2011, between Best Buy Co., Inc. and U.S. Bank National Association, as successor trustee |
| 4.2 | Form of Global Note representing the Notes (included in Exhibit 4.1) |
| 5.1 | Opinion of Dorsey & Whitney LLP |
| 23.1 | Consent of Dorsey & Whitney LLP (included in Exhibit 5.1) |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BEST BUY CO., INC.
(Registrant)

Date: July 16, 2013

/s/ Susan S. Grafton
Susan S. Grafton
Senior Vice President, Controller and Chief Accounting Officer

INDEX TO EXHIBITS

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