

MUSICLAND STORES CORP

Filed by
BEST BUY CO INC

FORM SC TO-T/A

(Amended tender offer statement by Third Party)

Filed 01/23/01

Address 10400 YELLOW CIRCLE DR
MINNETONKA, MN 55343
Telephone 6129318000
CIK 0000832995
SIC Code 5731 - Radio, Television, and Consumer Electronics Stores
Fiscal Year 12/31

MUSICLAND STORES CORP

FORM SC TO-T/A
(Amended tender offer statement by Third Party)

Filed 1/23/2001

Address	10400 YELLOW CIRCLE DR MINNETONKA, Minnesota 55343
Telephone	612-931-8000
CIK	0000832995
Fiscal Year	12/31

Securities and Exchange Commission
Washington, D.C. 20549

SCHEDULE TO
Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)
of The Securities Exchange Act of 1934

Amendment No. 3

MUSICLAND STORES CORPORATION
(Name of Subject Company (Issuer))

EN ACQUISITION CORP. (Offeror)
a wholly-owned subsidiary of
BEST BUY CO., INC. (Offeror)
(Names of Filing Persons (identifying status as offeror, issuer or other person))

Common Stock, Par Value \$0.01 per Share
(Title of Class of Securities)

62758B109
(CUSIP Number of Class of Securities)

Richard M. Schulze
Best Buy Co., Inc.
7075 Flying Cloud Drive
Eden Prairie, MN 55344
(952) 947-2000
(Name, address and telephone number of person authorized to
receive notices and communications on behalf of filing persons)

Copy To:
John R. Houston, Esq.
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2800 LaSalle Plaza, 800 LaSalle Avenue
Minneapolis, MN 55402
(612) 349-8500

- // Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.
Check the appropriate boxes below to designate any transactions to which the statement relates:
- /x/ third-party tender offer subject to Rule 14d-1.
 - // issuer tender offer subject to Rule 13e-4.
 - // going-private transaction subject to Rule 13e-3.
 - /x/ amendment to Schedule 13D under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results of the tender offer: /x/

EXHIBIT INDEX

Exhibit
No.

99.1 Press Release issued by the Filing Person on January 23, 2001.

QuickLinks

[AMENDMENT No. 3 to SCHEDULE TO
SIGNATURE
EXHIBIT INDEX](#)

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EXHIBIT 99.1

For Immediate Release

Contact:

Susan Hoff, Best Buy Co., Inc.
952-947-2443
susan.hoff@bestbuy.com

Best Buy Successfully Completes Cash Tender Offer for Musicland Stores Corporation

MINNEAPOLIS, January 23, 2001 —Best Buy Co., Inc. (NYSE: BBY), today announced the successful completion of its \$12.55 per share cash tender offer for all outstanding shares of common stock of Musicland Stores Corporation (NYSE: MLG). The tender offer expired at 12:00 midnight on Monday, January 22, 2001, at which time approximately 30,017,200 shares, or 93.4%, of Musicland's outstanding shares had been tendered, excluding guaranteed deliveries.

Best Buy will accept for payment all the shares of Musicland common stock tendered. Payment for the shares tendered will be made promptly through Wells Fargo Shareowner Services, the depository for the tender offer. After payment for the deposited shares, Best Buy will own approximately 93.4% of the total issued and outstanding shares of Musicland.

Best Buy intends to acquire the shares of Musicland which have not been tendered as soon as possible through a merger transaction. Through this transaction, the remaining stockholders of Musicland would receive the same amount of cash per share that they would have received in the tender offer, unless they perfect appraisal rights. As a result, Musicland will become a wholly owned subsidiary of Best Buy.

"We are pleased with the results of the tender offer and look forward to completing this acquisition soon," said Best Buy Chairman & CEO Richard M. Schulze.

This announcement is neither an offer to purchase nor a solicitation of an offer to sell shares. Best Buy has filed a tender offer statement with the SEC and Musicland has filed a solicitation/recommendation statement with respect to the offer. Investors and security holders of both Best Buy and Musicland are urged to read each of the tender offer statement and the solicitation/recommendation statement referenced in this press release because they contain important information about the transaction. Investors and security holders may obtain a free copy of the tender offer statement and the solicitation/recommendation statement and other documents filed by Best Buy and Musicland at the SEC's Web site at www.sec.gov.

The tender offer statement and the solicitation/recommendation statement and these other documents may also be obtained free from Musicland or by contacting Beacon Hill Partners, Inc., the Information Agent, at 800-755-5001.

Musicland is the leading specialty retailer of pre-recorded home entertainment products. The company's more than 1,300 retail stores attract over 300 million customer visits each year. Musicland employs 14,000 people in 49 states, including Puerto Rico and the US Virgin Islands under the names: Sam Goody, Suncoast, Media Play and On Cue.

About Best Buy Co., Inc.

Minneapolis-based Best Buy Co., Inc. (NYSE: BBY) is the nation's number one specialty retailer of consumer electronics, personal computers, entertainment software and appliances. The Company reaches consumers nationwide through its more than 400 retail stores located in 41 states and online at <http://www.bestbuy.com/>

QuickLinks

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End of Filing

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