

BEST BUY CO INC

FORM 424B3

(Prospectus filed pursuant to Rule 424(b)(3))

Filed 12/07/01

Address	7601 PENN AVE SOUTH RICHFIELD, MN 55423
Telephone	6122911000
CIK	0000764478
Symbol	BBY
SIC Code	5731 - Radio, Television, and Consumer Electronics Stores
Industry	Retail (Technology)
Sector	Services
Fiscal Year	02/03

BEST BUY CO INC

FORM 424B3

(Prospectus filed pursuant to Rule 424(b)(3))

Filed 12/7/2001

Address	7601 PENN AVE SOUTH RICHFIELD, Minnesota 55423
Telephone	612-291-1000
CIK	0000764478
Industry	Retail (Technology)
Sector	Services
Fiscal Year	03/01

PROSPECTUS SUPPLEMENT NO. 3

\$492,400,000



BEST BUY CO., INC.
Convertible Debentures due June 27, 2021
Convertible into
Common Stock
Guaranteed as to Payment of Principal and Interest
By Certain Subsidiaries of Best Buy Co., Inc.

This prospectus supplement supplements the prospectus dated October 9, 2001 of Best Buy Co., Inc. and its Restricted Subsidiaries, as supplemented October 19, 2001 and November 9, 2001, relating to the sale by certain of our securityholders (including their pledgees, donees, assignees, transferees, successors and others who later hold any of our securityholders' interests) of up to \$492,400,000 aggregate principal amount at maturity of the debentures and the shares of common stock issuable upon conversion of the debentures. You should read this prospectus supplement in conjunction with the prospectus and prospectus supplements nos. 1 and 2, and this prospectus supplement is qualified by reference to the prospectus, as supplemented, except to the extent that the information in this prospectus supplement supersedes the information contained in the prospectus, as supplemented. Capitalized terms used in this prospectus supplement have the meanings specified in the prospectus.

The table in the "Selling Securityholders" section of the prospectus, as supplemented, is hereby further supplemented to add information regarding the entities named below as selling securityholders:

Name	Aggregate Principal Amount at Maturity of Debentures Owned before Offering	Aggregate Principal Amount at Maturity of Debentures that may be Sold	Percentage of Debentures that may be Sold	Number of Shares of Common Stock that may be Sold	Percentage of Shares of Common Stock that may be Sold(1)
KBC Financial Products USA Inc.	\$ 3,000,000	\$ 3,000,000	*	23,614	*
Hamilton Partners Limited	10,000,000	10,000,000	2.0%	78,714	*

Additionally, the following represents updated information regarding the selling securityholders listed in the table in the "Selling Securityholders" section of the prospectus, as supplemented:

Name	Aggregate Principal Amount at Maturity of Debentures Owned before Offering	Aggregate Principal Amount at Maturity of Debentures that may be Sold	Percentage of Debentures that may be Sold	Number of Shares of Common Stock that may be Sold	Percentage of Shares of Common Stock that may be Sold(1)
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Credit Suisse First Boston Corporation	\$77,250,000	\$77,250,000	15.7%	608,065	*
Unknown(2)	10,069,000	10,069,000	2.0%	79,257	*

*
Less than 1.0%

(1)
Based on 210,859,510 shares of common stock outstanding as of September 1, 2001.

(2)
The name "Unknown" represents the remaining selling securityholders. We are unable to provide the names of these securityholders because some of these debentures are currently evidenced by a global note which has been deposited with DTC and registered in the name of Cede & Co. as DTC's nominee.

Investing in the debentures and our common stock involves risks. See "Risks Related to the Debentures" on page 11 of the prospectus.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this prospectus supplement is December 7, 2001.

End of Filing

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