BEST BUY CO INC Form 8-K September 30, 2008

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 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) September 24, 2008

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

41-0907483

Richfield, Minnesota

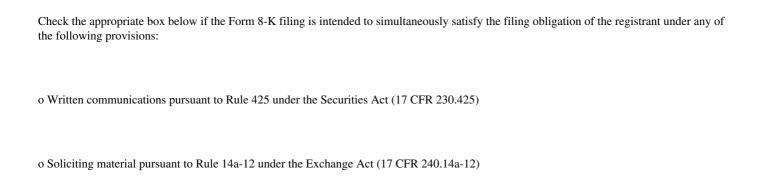
(Address of principal executive offices)

55423 (Zip Code)

Registrant s telephone number, including area code (612) 291-1000

N/A

(Former name or former address, if changed since last report.)



- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

N/A 2

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item	5.U.S	Amenaments to	Articles of Incort	ooration or Bylaws:	. Unange in Fiscal Yea	r.

(a) Effective September 24, 2008, the Board of Directors of Best Buy Co., Inc. adopted Amended and Restated By-Laws to increase the number of potential Board members from twelve to thirteen. The composition of the Board will include six Class 1 directors for election to two year terms in even numbered years and seven Class 2 directors for election to two year terms in odd numbered years.

The Amended and Restated By-Laws are filed herewith as Exhibit 3.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No. Description of Exhibit

3.1 Amended and Restated By-Laws of Best Buy Co., Inc., effective September 24, 2008

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N/A 3

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: September 30, 2008 By: /s/ SUSAN S. GRAFTON

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

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N/A 4