

BEST BUY CO INC  
Form 8-K  
September 19, 2006

**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 13, 2006**

**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)

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

N/A

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(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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - 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))
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**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On September 13, 2006, the Board of Directors of Best Buy Co., Inc. adopted Amended and Restated Bylaws which consolidate previously adopted amendments to create a comprehensive set of Bylaws. In addition, the Amended and Restated Bylaws include a new provision, Article III, Section 3(F), which in accordance with Minnesota corporate law allows a director to give advance written consent or opposition to a proposal to be acted on at a meeting of the Board of Directors. If the director is not present at the meeting, the consent or opposition will be counted as a vote in favor of or against a proposal, as applicable, if the proposal acted on is substantially the same as the proposal to which the director has consented or objected. A director's advance written consent or opposition to a proposal will not constitute presence for purposes of determining the existence of a valid quorum.

The Amended and Restated Bylaws became effective on September 13, 2006, and are attached as Exhibit 3.1 to this Current Report on Form 8-K.

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
3.1	Amended and Restated Bylaws of Best Buy Co., Inc., effective September 13, 2006

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**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 19, 2006

/s/ Susan S. Grafton  
Susan S. Grafton  
Vice President Financial Operations  
and Controller

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