

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No.     )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material pursuant to §240.14a-12



**BEST BUY CO., INC.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:  
\_\_\_\_\_
  - (2) Aggregate number of securities to which transaction applies:  
\_\_\_\_\_
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):  
\_\_\_\_\_
  - (4) Proposed maximum aggregate value of transaction:  
\_\_\_\_\_
  - (5) Total fee paid:  
\_\_\_\_\_
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
  - (1) Amount Previously Paid:  
\_\_\_\_\_
  - (2) Form, Schedule or Registration Statement No.:  
\_\_\_\_\_
  - (3) Filing Party:  
\_\_\_\_\_
  - (4) Date Filed:  
\_\_\_\_\_

**\*\*\* Exercise Your *Right to Vote* \*\*\***  
**Important Notice Regarding the Availability of Proxy Materials for the  
Regular Meeting of Shareholders to Be Held on June 11, 2020.**

**BEST BUY CO., INC.**



BEST BUY CO., INC.  
7901 PENN AVENUE SOUTH  
RICHFIELD, MN 55423

D16130-P33029

**Meeting Information**

**Meeting Type:** Annual Meeting  
**For holders as of:** April 13, 2020  
**Date:** June 11, 2020 **Time:** 9:00 a.m. Central Time  
**Location:** Meeting live via the Internet—please visit  
[www.virtualshareholdermeeting.com/BBY2020](http://www.virtualshareholdermeeting.com/BBY2020)

The company will be hosting the meeting exclusively via the Internet this year. To attend the meeting via the Internet please visit [www.virtualshareholdermeeting.com/BBY2020](http://www.virtualshareholdermeeting.com/BBY2020) and be sure to have the information that is printed in the box marked by the arrow → [XXXXX XXXXX XXXXX XXXXX] (located on the following page).

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com), scan the QR Barcode on the reverse side, or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

**See the reverse side of this notice to obtain proxy materials and voting instructions.**

# Before You Vote

## How to Access the Proxy Materials

### Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT      ANNUAL REPORT ON FORM 10-K

#### How to View Online:

Have the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX XXXX] (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com), or scan the QR Barcode below.

#### How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET:      [www.proxyvote.com](http://www.proxyvote.com)
- 2) BY TELEPHONE:    1-800-579-1639
- 3) BY E-MAIL\*:      [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX XXXX] (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 28, 2020 to facilitate timely delivery.

## How To Vote

Please Choose One of the Following Voting Methods



### Vote By Internet:

#### Before The Meeting:

Go to [www.proxyvote.com](http://www.proxyvote.com) or from a smartphone, scan the QR Barcode above. Have the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX XXXX] (located on the following page) available and follow the instructions.

#### During The Meeting:

Go to [www.virtualshareholdermeeting.com/BBY2020](http://www.virtualshareholdermeeting.com/BBY2020). Have the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX XXXX] (located on the following page) available and follow the instructions.

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

## Voting Items

1. Election of Directors

**Nominees:**

- 1a) Corie S. Barry
  - 1b) Lisa M. Caputo
  - 1c) J. Patrick Doyle
  - 1d) Kathy J. Higgins Victor
  - 1e) David W. Kenny
  - 1f) Karen A. McLoughlin
  - 1g) Thomas L. Millner
  - 1h) Claudia F. Munce
  - 1i) Richelle P. Parham
  - 1j) Eugene A. Woods
2. To ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending January 30, 2021.
3. To approve in a non-binding advisory vote our named executive officer compensation.
4. To approve the Best Buy Co., Inc. 2020 Omnibus Incentive Plan.

- 5. To amend Article IX, Section 9 of the Amended and Restated Articles of Incorporation of Best Buy Co., Inc. (the "Articles").
- 6. To amend Article IX, Section 10 of the Articles.
- 7. To amend Article X, Section 4 of the Articles.
- 8. To amend Article X, Section 2 of the Articles.
- 9. In their discretion, the proxy agents may vote upon such other business as may properly come before the Meeting.

**The proxy, when properly executed and returned to Best Buy, will be voted in the manner directed therein by the undersigned shareholder(s). If no direction is made, the proxy will be voted FOR proposals 1, 2, 3, 4, 5, 6, 7 and 8, if properly presented at the Meeting. In their discretion, the proxy agents may vote upon such other business as may properly come before the Meeting, including adjournment of the Meeting and any other matters incident to the conduct of the Meeting.**

**If you participate and hold shares in the Best Buy stock fund within the Best Buy 401(k) Retirement Savings Plan (the "401(k) Plan"), as of the record date, April 13, 2020, the proxy covers all shares for which the undersigned has the right to give voting instructions to State Street Bank and Trust Company, Trustee of the Best Buy stock fund within the 401(k) Plan. The proxy, when properly executed, will be voted as directed. If no direction is given to the Trustee by 11:59 p.m. Eastern Time on June 8, 2020, the Trustee will vote the shares held in the 401(k) Plan in the same proportion as votes received from other participants in the 401(k) Plan, unless otherwise required by law.**

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