

BEST BUY CO INC  
Form 8-K  
June 11, 2015

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) June 9, 2015

BEST BUY CO., INC.  
(Exact name of registrant as specified in its charter)

|                                                                |                                       |                                                    |
|----------------------------------------------------------------|---------------------------------------|----------------------------------------------------|
| Minnesota<br>(State or other jurisdiction<br>of incorporation) | 1-9595<br>(Commission<br>File Number) | 41-0907483<br>(IRS Employer<br>Identification No.) |
|----------------------------------------------------------------|---------------------------------------|----------------------------------------------------|

|                                                                                            |                     |
|--------------------------------------------------------------------------------------------|---------------------|
| 7601 Penn Avenue South<br>Richfield, Minnesota<br>(Address of principal executive offices) | 55423<br>(Zip Code) |
|--------------------------------------------------------------------------------------------|---------------------|

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

N/A  
(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:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07 Submission of Matters to a Vote of Security Holders.

On June 9, 2015, Best Buy Co., Inc. ("Best Buy" or the "registrant") held its Regular Meeting of Shareholders. At the close of business on April 13, 2015, the record date for the determination of shareholders to vote at the Regular Meeting of Shareholders, there were 352,334,352 shares of common stock of the registrant issued and outstanding. The holders of 321,258,659 shares of common stock were represented either in person or by proxy at the meeting, constituting a quorum.

The final results of the votes of the shareholders of the registrant are set forth below. All items submitted to vote by shareholders received more than 97% support of votes cast.

1. Election of Directors. The following individuals were elected as directors for a term of one year, based upon the following votes:

| Director Nominee        | For         | Against   | Abstain   | Broker Non-Vote |
|-------------------------|-------------|-----------|-----------|-----------------|
| Bradbury H. Anderson    | 298,784,874 | 2,324,085 | 716,519   | 19,433,181      |
| Lisa M. Caputo          | 298,786,561 | 2,314,571 | 724,346   | 19,433,181      |
| J. Patrick Doyle        | 299,171,220 | 1,906,749 | 747,509   | 19,433,181      |
| Russell P. Fradin       | 299,146,226 | 1,928,993 | 750,259   | 19,433,181      |
| Kathy J. Higgins Victor | 294,195,342 | 5,879,901 | 1,750,235 | 19,433,181      |
| Hubert Joly             | 295,623,947 | 4,906,021 | 1,295,510 | 19,433,181      |
| David W. Kenny          | 299,142,683 | 1,941,433 | 741,362   | 19,433,181      |
| Thomas L. Millner       | 298,842,221 | 2,235,797 | 747,460   | 19,433,181      |
| G rard R. Vittecoq      | 299,101,163 | 1,987,425 | 745,890   | 19,433,181      |

2. Ratification of Appointment of Independent Registered Public Accounting Firm. The appointment of Deloitte & Touche LLP as the registrant's independent registered public accounting firm for the fiscal year ending January 30, 2016, was ratified based upon the following votes:

| For         | Against   | Abstain |
|-------------|-----------|---------|
| 318,926,863 | 1,502,099 | 829,697 |

3. Advisory Vote on Executive Compensation. The proposal relating to the non-binding advisory vote to approve the executive compensation of the registrant was approved by shareholders based upon the following votes:

| For         | Against   | Abstain   | Broker Non-Vote |
|-------------|-----------|-----------|-----------------|
| 295,510,978 | 5,227,768 | 1,086,732 | 19,433,181      |

For additional information regarding the registrant, see the registrant's Annual Report on Form 10-K for the fiscal year ended January 31, 2015 and Proxy Statement dated April 28, 2015. Best Buy's Annual Report to Shareholders and its reports on Forms 10-K, 10-Q and 8-K and other publicly available information should be consulted for other important information about the registrant.

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: June 11, 2015

By: /s/ KEITH J. NELSEN  
Keith J. Nelsen  
Executive Vice President, General Counsel and  
Secretary