

BEST BUY CO INC  
Form 424B3  
October 19, 2001

Filed pursuant to Rule 424(b)(3) of the Rules  
and Regulations Under the Securities Act of 1933.  
Registration Nos. 333-70060 and  
333-70060-01 through 333-70060-22

PROSPECTUS SUPPLEMENT NO. 1

**\$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, 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 this prospectus supplement is qualified by reference to the prospectus, except to the extent that the information in this prospectus supplement supersedes the information contained in the prospectus. Capitalized terms used in this prospectus supplement and not otherwise defined herein have the meanings specified in the prospectus.

The table in the "Selling Securityholders" section of the prospectus is hereby supplemented by the addition of information regarding selling securityholders, which information includes amounts that are in addition to, and that, in some cases, may be in substitution for, amounts listed for the same or other selling securityholders in the prospectus. The following represents updated information regarding the selling securityholders listed in the Selling Securityholders table in the prospectus:

| Name                            | Aggregate<br>Principal<br>Amount at<br>Maturity of<br>Debentures<br>Owned before<br>Offering | Aggregate<br>Principal<br>Amount at<br>Maturity of<br>Debentures that<br>may be Sold | Percentage of<br>Debentures<br>that may<br>be Sold | Number of<br>Shares of<br>Common Stock<br>that may be Sold | Percentage<br>of Shares of<br>Common<br>Stock that<br>may be Sold<br>(1) |
|---------------------------------|--|--|--|--|--|
| Allstate Insurance Company      | \$ 1,400,000   | \$ 1,400,000   | *  | 11,019   | *  |
| Allstate Life Insurance Company | 3,600,000  | 3,600,000  | *  | 28,337   | *  |
| Alpha U.S. Sub Fund VIII, LLC   | 1,000,000  | 1,000,000  | *  | 7,871  | *  |
|                                 |  | 1  |  |  |  |
| Arbco Associates, L.P.          | 2,000,000  | 2,000,000  | *  | 15,742   | *  |
| Arbitex Master Fund, L.P.       | 4,000,000  | 4,000,000  | *  | 31,485   | *  |
| CFFX, LLC                       | 6,700,000  | 6,700,000  | 1.4%   | 52,738   | *  |

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|  |            |            |       |         |   |
|--|------------|------------|-------|---------|---|
| Commerzbank A.G.                                 | 5,000,000  | 5,000,000  | 1.0%  | 39,357  | * |
| Credit Suisse First Boston Corporation           | 76,000,000 | 76,000,000 | 15.4% | 598,226 | * |
| Deephaven Domestic Convertible Trading Ltd.      | 27,700,000 | 27,700,000 | 5.6%  | 218,037 | * |
| D.E. Shaw Investments, L.P.                      | 4,000,000  | 4,000,000  | *     | 31,485  | * |
| D.E. Shaw Valence, L.P.                          | 16,000,000 | 16,000,000 | 3.2%  | 125,942 | * |
| Deutsche Banc Alex Brown Inc.                    | 2,500,000  | 2,500,000  | *     | 19,678  | * |
| Farbitrage Partners                              | 1,000,000  | 1,000,000  | *     | 7,871   | * |
| First Union National Bank                        | 40,000,000 | 40,000,000 | 8.1%  | 314,856 | * |
| GLG Market Neutral Fund                          | 17,500,000 | 17,500,000 | 3.6%  | 137,749 | * |
| Global Bermuda Limited Partnership               | 500,000    | 500,000    | *     | 3,935   | * |
| Granville Capital Corporation                    | 20,000,000 | 20,000,000 | 4.1%  | 157,428 | * |
| Kayne Anderson Capital Income Partners (QP), LP  | 2,000,000  | 2,000,000  | *     | 15,742  | * |
| KBC Financial Products (Cayman Islands) Limited  | 45,000,000 | 45,000,000 | 9.1%  | 354,213 | * |
| Kerr McGee Corporation                           | 925,000    | 925,000    | *     | 7,281   | * |
| Lakeshore International, LTD.                    | 17,500,000 | 17,500,000 | 3.6%  | 137,749 | * |
| Lyxor Master Fund                                | 1,000,000  | 1,000,000  | *     | 7,871   | * |
| Morgan Stanley & Co.                             | 5,000,000  | 5,000,000  | 1.0%  | 39,357  | * |
| Newport Investments, Inc.                        | 2,000,000  | 2,000,000  | *     | 15,742  | * |
| Nichols Applegate Investment Grade Convertible   | 21,000     | 21,000     | *     | 165     | * |
| Peoples Benefit Life Insurance Company Teamsters | 5,000,000  | 5,000,000  | 1.0%  | 39,357  | * |
| St. Albans Partners Ltd.                         | 5,000,000  | 5,000,000  | 1.0%  | 39,357  | * |
| Southern Farm Bureau Life Insurance              | 1,150,000  | 1,150,000  | *     | 9,052   | * |
| Starvest Managed Portfolio                       | 85,000     | 85,000     | *     | 669     | * |
| State of Florida Division of Treasury            | 3,000,000  | 3,000,000  | *     | 23,614  | * |

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|  |            |            |       |         |   |
|--|------------|------------|-------|---------|---|
| TD Securities (USA) Inc.   | 55,000,000 | 55,000,000 | 11.2% | 432,927 | * |
| Tokai Asia Ltd.  | 12,500,000 | 12,500,000 | 2.5%  | 98,392  | * |
| Tour Societe Generale  | 8,000,000  | 8,000,000  | 1.6%  | 62,971  | * |
| Trident Global Investors Portfolio, LTD  | 2,000,000  | 2,000,000  | *     | 15,742  | * |
| UBS AG London Branch   | 15,000,000 | 15,000,000 | 3.0%  | 118,071 | * |
| UBS O'Connor LLC F/B/O UBS Global Convertible Portfolio                          | 1,000,000  | 1,000,000  | *     | 7,871   | * |
| UBS O'Connor LLC F/B/O UBS Global Equity Arbitrage Master Ltd.                   | 4,000,000  | 4,000,000  | *     | 31,485  | * |
| White River Securities L.L.C.  | 5,000,000  | 5,000,000  | 1.0%  | 39,357  | * |
| Wilmington Trust Company As Owner Trustee For The Forrestal Funding Master Trust | 500,000    | 500,000    | *     | 3,935   | * |
| Yield Strategies Fund I, LP  | 5,000,000  | 5,000,000  | 1.0%  | 39,357  | * |
| Yield Strategies Fund II, LP   | 5,000,000  | 5,000,000  | 1.0%  | 39,357  | * |
| Unknown (2)  | 62,819,000 | 62,819,000 | 12.8% | 494,473 | * |

\*

Less than 1.0%

(1)

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

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(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 October 19, 2001.