

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549
FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended November 2, 2024

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number: 1-9595



BEST BUY CO., INC.

(Exact name of registrant as specified in its charter)

Minnesota

(State or other jurisdiction of incorporation or organization)

41-0907483

(I.R.S. Employer Identification No.)

7601 Penn Avenue South

Richfield, Minnesota
(Address of principal executive offices)

55423
(Zip Code)

(612) 291-1000

(Registrant's telephone number, including area code)

N/A

(Former name, former address and former fiscal year, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of exchange on which registered
Common Stock, \$0.10 par value per share	BBY	New York Stock Exchange

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. **Yes** **No**

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). **Yes** **No**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer

Accelerated Filer

Non-accelerated Filer

Smaller Reporting Company

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). **Yes** **No**

The registrant had 213,795,603 shares of common stock outstanding as of December 4, 2024.

BEST BUY CO., INC.
FORM 10-Q FOR THE QUARTER ENDED NOVEMBER 2, 2024**TABLE OF CONTENTS**

<u>Part I — Financial Information</u>	3
<u>Item 1. Financial Statements</u>	3
a) <u>Condensed Consolidated Balance Sheets as of November 2, 2024, February 3, 2024, and October 28, 2023</u>	3
b) <u>Condensed Consolidated Statements of Earnings for the three and nine months ended November 2, 2024, and October 28, 2023</u>	4
c) <u>Condensed Consolidated Statements of Comprehensive Income for the three and nine months ended November 2, 2024, and October 28, 2023</u>	5
d) <u>Condensed Consolidated Statements of Cash Flows for the nine months ended November 2, 2024, and October 28, 2023</u>	6
e) <u>Condensed Consolidated Statements of Changes in Shareholders' Equity for the three and nine months ended November 2, 2024, and October 28, 2023</u>	7
f) <u>Notes to Condensed Consolidated Financial Statements</u>	8
<u>Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	15
<u>Item 3. Quantitative and Qualitative Disclosures About Market Risk</u>	24
<u>Item 4. Controls and Procedures</u>	25
<u>Part II — Other Information</u>	25
<u>Item 1. Legal Proceedings</u>	25
<u>Item 2. Unregistered Sales of Equity Securities and Use of Proceeds</u>	25
<u>Item 5. Other Information</u>	26
<u>Item 6. Exhibits</u>	26
<u>Signatures</u>	27

WEBSITE AND SOCIAL MEDIA DISCLOSURE

We disclose information to the public concerning Best Buy, Best Buy's products, content and services and other items through our websites in order to achieve broad, non-exclusionary distribution of information to the public. Some of the information distributed through this channel may be considered material information. Investors and others are encouraged to review the information we make public in the locations below.* This list may be updated from time to time.

- For information concerning Best Buy and its products, content and services, please visit: <https://bestbuy.com>.
- For information provided to the investment community, including news releases, events and presentations, and filings with the SEC, please visit: <https://investors.bestbuy.com>.
- For the latest information from Best Buy, including press releases, please visit: <https://corporate.bestbuy.com/archive/>.

* These corporate websites, and the contents thereof, are not incorporated by reference into this Quarterly Report on Form 10-Q nor deemed filed with the SEC.

PART I — FINANCIAL INFORMATION
Item 1. Financial Statements
Condensed Consolidated Balance Sheets
\$ in millions, except per share amounts (unaudited)

	November 2, 2024	February 3, 2024	October 28, 2023
Assets			
Current assets			
Cash and cash equivalents	\$ 643	\$ 1,447	\$ 636
Receivables, net	932	939	901
Merchandise inventories	7,806	4,958	7,562
Other current assets	574	553	766
Total current assets	9,955	7,897	9,865
Property and equipment, net	2,196	2,260	2,313
Operating lease assets	2,842	2,758	2,827
Goodwill	1,383	1,383	1,383
Other assets	642	669	494
Total assets	<u>\$ 17,018</u>	<u>\$ 14,967</u>	<u>\$ 16,882</u>
Liabilities and equity			
Current liabilities			
Accounts payable	\$ 7,145	\$ 4,637	\$ 7,133
Unredeemed gift card liabilities	246	253	245
Deferred revenue	878	1,000	934
Accrued compensation and related expenses	361	486	309
Accrued liabilities	690	902	760
Current portion of operating lease liabilities	616	618	614
Current portion of long-term debt	12	13	15
Total current liabilities	9,948	7,909	10,010
Long-term operating lease liabilities	2,293	2,199	2,270
Long-term debt	1,144	1,152	1,130
Long-term liabilities	551	654	660
Contingencies (Note 10)			
Equity			
Best Buy Co., Inc. Shareholders' Equity			
Preferred stock, \$1.00 par value: Authorized - 400,000 shares; Issued and outstanding - none	-	-	-
Common stock, \$0.10 par value: Authorized - 1.0 billion shares; Issued and outstanding - 213.8 million, 215.4 million and 216.3 million shares, respectively	22	22	22
Additional paid-in capital	-	31	-
Retained earnings	2,751	2,683	2,482
Accumulated other comprehensive income	309	317	308
Total equity	3,082	3,053	2,812
Total liabilities and equity	<u>\$ 17,018</u>	<u>\$ 14,967</u>	<u>\$ 16,882</u>

NOTE: The Consolidated Balance Sheet as of February 3, 2024, has been condensed from the audited consolidated financial statements.

See Notes to Condensed Consolidated Financial Statements.

Condensed Consolidated Statements of Earnings*\$ and shares in millions, except per share amounts (unaudited)*

	Three Months Ended		Nine Months Ended	
	November 2, 2024	October 28, 2023	November 2, 2024	October 28, 2023
Revenue	\$ 9,445	\$ 9,756	\$ 27,580	\$ 28,806
Cost of sales	7,228	7,524	21,113	22,204
Gross profit	2,217	2,232	6,467	6,602
Selling, general and administrative expenses	1,871	1,878	5,418	5,605
Restructuring charges	(4)	-	4	(16)
Operating income	350	354	1,045	1,013
Other income (expense):				
Gain on sale of subsidiary, net	-	-	-	21
Investment income and other	19	8	65	41
Interest expense	(13)	(14)	(38)	(38)
Earnings before income tax expense and equity in income of affiliates	356	348	1,072	1,037
Income tax expense	85	86	266	257
Equity in income of affiliates	2	1	4	1
Net earnings	\$ 273	\$ 263	\$ 810	\$ 781
Basic earnings per share	\$ 1.27	\$ 1.21	\$ 3.76	\$ 3.58
Diluted earnings per share	\$ 1.26	\$ 1.21	\$ 3.73	\$ 3.57
Weighted-average common shares outstanding:				
Basic	214.8	217.8	215.7	218.4
Diluted	216.7	218.3	217.2	219.1

See Notes to Condensed Consolidated Financial Statements.

Condensed Consolidated Statements of Comprehensive Income*\$ in millions (unaudited)*

	Three Months Ended		Nine Months Ended	
	November 2, 2024	October 28, 2023	November 2, 2024	October 28, 2023
Net earnings	\$ 273	\$ 263	\$ 810	\$ 781
Foreign currency translation adjustments, net of tax	(1)	(14)	(8)	(14)
Comprehensive income	\$ 272	\$ 249	\$ 802	\$ 767

See Notes to Condensed Consolidated Financial Statements.

Condensed Consolidated Statements of Cash Flows

\$ in millions (unaudited)

	Nine Months Ended	
	November 2, 2024	October 28, 2023
Operating activities		
Net earnings	\$ 810	\$ 781
Adjustments to reconcile net earnings to total cash provided by operating activities:		
Depreciation and amortization	650	702
Restructuring charges	4	(16)
Stock-based compensation	108	110
Gain on sale of subsidiary, net	-	(21)
Other, net	3	7
Changes in operating assets and liabilities:		
Receivables	4	240
Merchandise inventories	(2,869)	(2,444)
Other assets	(16)	(17)
Accounts payable	2,483	1,468
Income taxes	(219)	(200)
Other liabilities	(397)	(320)
Total cash provided by operating activities	561	290
Investing activities		
Additions to property and equipment	(528)	(612)
Net proceeds from sale of subsidiary	-	14
Other, net	6	(2)
Total cash used in investing activities	(522)	(600)
Financing activities		
Repurchase of common stock	(285)	(270)
Dividends paid	(607)	(603)
Other, net	-	1
Total cash used in financing activities	(892)	(872)
Effect of exchange rate changes on cash and cash equivalents	(2)	(12)
Decrease in cash, cash equivalents and restricted cash	(855)	(1,194)
Cash, cash equivalents and restricted cash at beginning of period	1,793	2,253
Cash, cash equivalents and restricted cash at end of period	\$ 938	\$ 1,059

See Notes to Condensed Consolidated Financial Statements.

Condensed Consolidated Statements of Changes in Shareholders' Equity
\$ and shares in millions, except per share amounts (unaudited)

	Common Shares	Common Stock	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total
Balances at August 3, 2024	215.0	\$ 22	\$ -	\$ 2,775	\$ 310	\$ 3,107
Net earnings, three months ended November 2, 2024	-	-	-	273	-	273
Other comprehensive loss:						
Foreign currency translation adjustments, net of tax	-	-	-	-	(1)	(1)
Stock-based compensation	-	-	34	-	-	34
Issuance of common stock	0.2	-	6	-	-	6
Common stock dividends, \$0.94 per share	-	-	4	(206)	-	(202)
Repurchase of common stock	(1.4)	-	(44)	(91)	-	(135)
Balances at November 2, 2024	<u>213.8</u>	<u>\$ 22</u>	<u>\$ -</u>	<u>\$ 2,751</u>	<u>\$ 309</u>	<u>\$ 3,082</u>
Balances at February 3, 2024	215.4	\$ 22	\$ 31	\$ 2,683	\$ 317	\$ 3,053
Net earnings, nine months ended November 2, 2024	-	-	-	810	-	810
Other comprehensive loss:						
Foreign currency translation adjustments, net of tax	-	-	-	-	(8)	(8)
Stock-based compensation	-	-	108	-	-	108
Issuance of common stock	1.6	-	11	-	-	11
Common stock dividends, \$2.82 per share	-	-	13	(620)	-	(607)
Repurchase of common stock	(3.2)	-	(163)	(122)	-	(285)
Balances at November 2, 2024	<u>213.8</u>	<u>\$ 22</u>	<u>\$ -</u>	<u>\$ 2,751</u>	<u>\$ 309</u>	<u>\$ 3,082</u>
Balances at July 29, 2023	217.9	\$ 22	\$ -	\$ 2,491	\$ 322	\$ 2,835
Net earnings, three months ended October 28, 2023	-	-	-	263	-	263
Other comprehensive loss:						
Foreign currency translation adjustments, net of tax	-	-	-	-	(14)	(14)
Stock-based compensation	-	-	35	-	-	35
Issuance of common stock	0.1	-	7	-	-	7
Common stock dividends, \$0.92 per share	-	-	4	(204)	-	(200)
Repurchase of common stock	(1.7)	-	(46)	(68)	-	(114)
Balances at October 28, 2023	<u>216.3</u>	<u>\$ 22</u>	<u>\$ -</u>	<u>\$ 2,482</u>	<u>\$ 308</u>	<u>\$ 2,812</u>
Balances at January 28, 2023	218.1	\$ 22	\$ 21	\$ 2,430	\$ 322	\$ 2,795
Net earnings, nine months ended October 28, 2023	-	-	-	781	-	781
Other comprehensive loss:						
Foreign currency translation adjustments, net of tax	-	-	-	-	(14)	(14)
Stock-based compensation	-	-	110	-	-	110
Issuance of common stock	1.9	-	17	-	-	17
Common stock dividends, \$2.76 per share	-	-	11	(614)	-	(603)
Repurchase of common stock	(3.7)	-	(159)	(115)	-	(274)
Balances at October 28, 2023	<u>216.3</u>	<u>\$ 22</u>	<u>\$ -</u>	<u>\$ 2,482</u>	<u>\$ 308</u>	<u>\$ 2,812</u>

See Notes to Condensed Consolidated Financial Statements.

Notes to Condensed Consolidated Financial Statements

(unaudited)

1. Basis of Presentation

Unless the context otherwise requires, the use of the terms “Best Buy,” “we,” “us” and “our” in these Notes to Condensed Consolidated Financial Statements refers to Best Buy Co., Inc. and, as applicable, its consolidated subsidiaries.

In the opinion of management, the accompanying condensed consolidated financial statements contain all adjustments necessary for a fair presentation as prescribed by accounting principles generally accepted in the U.S. (“GAAP”). All adjustments were comprised of normal recurring adjustments, except as noted in these Notes to Condensed Consolidated Financial Statements.

A large proportion of our revenue and earnings is generated in the fiscal fourth quarter, which includes the majority of the holiday shopping season. Due to the seasonal nature of our business, interim results are not necessarily indicative of results for the entire fiscal year. The interim financial statements and the related notes included in this Quarterly Report on Form 10-Q should be read in conjunction with the consolidated financial statements and related notes included in our Annual Report on Form 10-K for the fiscal year ended February 3, 2024. The first nine months of fiscal 2025 and fiscal 2024 each included 39 weeks.

In preparing the accompanying condensed consolidated financial statements, we evaluated the period from November 2, 2024, through the date the financial statements were issued for material subsequent events requiring recognition or disclosure. No such events were identified.

Sale of Subsidiary

In the second quarter of fiscal 2024, we completed the sale of a Mexico subsidiary subsequent to our exit from operations in Mexico and recognized a \$21 million gain within Gain on sale of subsidiary, net on our Condensed Consolidated Statements of Earnings for the nine months ended October 28, 2023.

Recently Issued Accounting Pronouncements

In November 2023, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures*, which enhances reportable segment disclosure requirements primarily through expanded disclosures around significant segment expenses. The amendments are effective for fiscal years beginning after December 15, 2023, and for interim periods within fiscal years beginning after December 15, 2024. The amendments should be applied retrospectively to all prior periods presented in the financial statements. We are currently evaluating the impact of the ASU and expect to include updated segment expense disclosures in our fiscal 2025 Form 10-K.

In December 2023, the FASB issued ASU 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*, which requires disclosure of specific categories meeting a quantitative threshold within the income tax rate reconciliation, as well as disaggregation of income taxes paid by jurisdiction. This ASU, which can be applied either prospectively or retrospectively, is effective for annual periods beginning after December 15, 2024, with early adoption permitted. We are currently evaluating the impact of the ASU and expect to include updated income tax disclosures in our fiscal 2026 Form 10-K.

In November 2024, the FASB issued ASU 2024-03, *Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses*, which requires disclosure of specific expense categories in the notes to financial statements. The amendments are effective for fiscal years beginning after December 15, 2026, and for interim periods within fiscal years beginning after December 15, 2027. We are currently evaluating the impact of the ASU and expect to include updated expense disclosures in our fiscal 2028 Form 10-K.

Supply Chain Financing

We have a supply chain financing program with an independent financial institution, whereby some of our suppliers have the opportunity to receive accounts payable settlements early, at a discount, facilitated by the financial institution. Our liability associated with the funded participation in the program, which is primarily included in Accounts payable on our Condensed Consolidated Balance Sheets, was \$793 million, \$426 million and \$680 million as of November 2, 2024, February 3, 2024, and October 28, 2023, respectively.

Total Cash, Cash Equivalents and Restricted Cash

Cash, cash equivalents and restricted cash reported on our Condensed Consolidated Balance Sheets are reconciled to the total shown on our Condensed Consolidated Statements of Cash Flows as follows (\$ in millions):

	November 2, 2024	February 3, 2024	October 28, 2023
Cash and cash equivalents	\$ 643	\$ 1,447	\$ 636
Restricted cash included in Other current assets	295	346	423
Total cash, cash equivalents and restricted cash	<u>\$ 938</u>	<u>\$ 1,793</u>	<u>\$ 1,059</u>

Amounts included in restricted cash are primarily restricted to cover product protection plans provided under our membership offerings and self-insurance liabilities.

Reclassification

Certain reclassifications of immaterial amounts previously reported have been made to the accompanying Condensed Consolidated Statements of Cash Flows to maintain consistency and comparability between periods presented.

2. Restructuring

Restructuring charges were as follows (\$ in millions):

	Three Months Ended		Nine Months Ended	
	November 2, 2024	October 28, 2023	November 2, 2024	October 28, 2023
Fiscal 2024 Restructuring Initiative	\$ (4)	\$ -	\$ 6	\$ -
Fiscal 2023 Resource Optimization Initiative	-	-	(2)	(16)
Total	<u>\$ (4)</u>	<u>\$ -</u>	<u>\$ 4</u>	<u>\$ (16)</u>

Fiscal 2024 Restructuring Initiative

During the fourth quarter of fiscal 2024, we commenced an enterprise-wide restructuring initiative intended to accomplish the following: (1) align field labor resources with where customers want to shop to optimize the customer experience; (2) redirect corporate resources for better alignment with our strategy; and (3) right-size resources to better align with our revenue outlook for fiscal 2025.

All charges incurred related to this initiative were comprised of employee termination benefits from continuing operations and were presented within Restructuring charges on our Condensed Consolidated Statements of Earnings as follows (\$ in millions):

	Three Months Ended		Nine Months Ended	Cumulative Amount
	November 2, 2024	October 28, 2023	November 2, 2024	As of November 2, 2024
Domestic	\$ (4)	\$ -	\$ 6	\$ 169
International	-	-	-	8
Total	<u>\$ (4)</u>	<u>\$ -</u>	<u>\$ 6</u>	<u>\$ 177</u>

Restructuring accrual activity related to this initiative was as follows (\$ in millions):

	Termination Benefits		
	Domestic	International	Total
Balances at February 3, 2024	\$ 163	\$ 8	\$ 171
Charges	17	1	18
Cash payments	(82)	(2)	(84)
Adjustments ⁽¹⁾	(11)	(1)	(12)
Balances at November 2, 2024	<u>\$ 87</u>	<u>\$ 6</u>	<u>\$ 93</u>

(1) Represents adjustments primarily related to higher-than-expected employee retention from previously planned organizational changes.

We do not expect to incur material future restructuring charges related to this initiative.

Fiscal 2023 Resource Optimization Initiative

During the second quarter of fiscal 2023, we commenced an enterprise-wide initiative to better align our spending with critical strategies and operations, as well as to optimize our cost structure. All charges incurred related to this initiative were comprised of employee termination benefits from continuing operations and were presented within Restructuring charges on our Condensed Consolidated Statements of Earnings.

We recorded reductions to employee termination benefits in the first nine months of fiscal 2025 and fiscal 2024, primarily within our Domestic segment, related to higher-than-expected employee retention. Cumulative charges incurred related to this initiative as of November 2, 2024, were \$125 million, comprised of \$122 million and \$3 million within our Domestic and International segments, respectively. We do not expect to incur material future restructuring charges related to this initiative, and no material liability remains as of November 2, 2024.

3. Goodwill and Intangible Assets

Goodwill

Goodwill balances were as follows as of November 2, 2024, February 3, 2024, and October 28, 2023 (\$ in millions):

	Gross Carrying Amount	Cumulative Impairment
Domestic	\$ 1,450	\$ (67)
International	608	(608)
Total	<u>\$ 2,058</u>	<u>\$ (675)</u>

No impairment charges were recorded during the periods presented.

Indefinite-Lived Intangible Assets

In the second quarter of fiscal 2025, we reclassified our Yardbird tradename from a definite-lived intangible asset to an indefinite-lived intangible asset to better reflect our expectations of the long-term use of the tradename. The carrying value of the tradename was \$16 million as of November 2, 2024, and was recorded within Other assets on our Consolidated Balance Sheets.

Definite-Lived Intangible Assets

We have definite-lived intangible assets recorded within Other assets on our Condensed Consolidated Balance Sheets as follows (\$ in millions):

	November 2, 2024		February 3, 2024		October 28, 2023		Weighted-Average Useful Life Remaining as of November 2, 2024 (in years)
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization	
Customer relationships	\$ 360	\$ 283	\$ 360	\$ 276	\$ 360	\$ 274	9.4
Tradenames	92	77	108	69	108	66	1.9
Developed technology	64	60	64	59	64	59	3.0
Total	<u>\$ 516</u>	<u>\$ 420</u>	<u>\$ 532</u>	<u>\$ 404</u>	<u>\$ 532</u>	<u>\$ 399</u>	<u>8.0</u>

Amortization expense was as follows (\$ in millions):

	Statement of Earnings Location	Three Months Ended		Nine Months Ended	
		November 2, 2024	October 28, 2023	November 2, 2024	October 28, 2023
Amortization expense	Selling, general and administrative expenses	\$ 5	\$ 15	\$ 16	\$ 56

Amortization expense expected to be recognized in future periods is as follows (\$ in millions):

	Amortization Expense
Remainder of fiscal 2025	\$ 4
Fiscal 2026	18
Fiscal 2027	16
Fiscal 2028	10
Fiscal 2029	8
Fiscal 2030	7
Thereafter	33

4. Fair Value Measurements

Fair value measurements are reported in one of three levels based on the lowest level of significant input used: Level 1 (unadjusted quoted prices in active markets); Level 2 (observable market inputs, other than quoted prices included in Level 1); and Level 3 (unobservable inputs that cannot be corroborated by observable market data).

Recurring Fair Value Measurements

Financial assets and liabilities accounted for at fair value were as follows (\$ in millions):

	Balance Sheet Location ⁽¹⁾	Fair Value Hierarchy	Fair Value as of		
			November 2, 2024	February 3, 2024	October 28, 2023
Assets					
Money market funds ⁽²⁾	Cash and cash equivalents	Level 1	\$ 40	\$ 330	\$ 3
Time deposits ⁽³⁾	Cash and cash equivalents	Level 2	5	60	26
Money market funds ⁽²⁾	Other current assets	Level 1	139	182	170
Time deposits ⁽³⁾	Other current assets	Level 2	50	50	81
Marketable securities that fund deferred compensation ⁽⁴⁾	Other assets	Level 1	38	48	44
Liabilities					
Interest rate swap derivative instruments ⁽⁵⁾	Long-term liabilities	Level 2	16	11	36

(1) Balance sheet location is determined by the length to maturity at date of purchase and whether the assets are restricted for particular use.

(2) Valued at quoted market prices in active markets at period end.

(3) Valued at face value plus accrued interest at period end, which approximates fair value.

(4) Valued using the performance of mutual funds that trade with sufficient frequency and volume to obtain pricing information on an ongoing basis.

(5) Valued using readily observable market inputs. These instruments are custom, over-the-counter contracts with various bank counterparties that are not traded on an active market. See Note 5, *Derivative Instruments*, for additional information.

Fair Value of Financial Instruments

The fair values of cash, certain restricted cash, receivables, accounts payable and other payables approximated their carrying values because of the short-term nature of these instruments. If these instruments were measured at fair value in the financial statements, they would be classified as Level 1 in the fair value hierarchy. Fair values for other investments held at cost are not readily available, but we estimate that the carrying values for these investments approximate their fair values.

Long-term debt is presented at carrying value on our Condensed Consolidated Balance Sheets. If our long-term debt were recorded at fair value, it would be classified as Level 2 in the fair value hierarchy. Long-term debt balances were as follows (\$ in millions):

	November 2, 2024		February 3, 2024		October 28, 2023	
	Fair Value	Carrying Value	Fair Value	Carrying Value	Fair Value	Carrying Value
Long-term debt ⁽¹⁾	\$ 1,028	\$ 1,134	\$ 1,022	\$ 1,139	\$ 931	\$ 1,114

(1) Excludes debt discounts, issuance costs and finance lease obligations.

5. Derivative Instruments

We manage our economic and transaction exposure to certain risks by using foreign exchange forward contracts to hedge against the effect of Canadian dollar exchange rate fluctuations on a portion of our net investment in our Canadian operations and by using interest rate swaps to mitigate interest rate risk on our \$500 million of principal amount of notes due October 1, 2028. In addition, we use foreign currency forward contracts not designated as hedging instruments to manage the impact of fluctuations in foreign currency exchange rates relative to recognized receivable and payable balances denominated in non-functional currencies.

Our derivative instruments designated as net investment hedges and fair value hedges are recorded on our Condensed Consolidated Balance Sheets at fair value. The gross fair values of our outstanding derivative instruments and corresponding fair value classifications are included in Note 4, *Fair Value Measurements*.

Notional amounts of our derivative instruments were as follows (\$ in millions):

Contract Type	November 2, 2024	February 3, 2024	October 28, 2023
Derivatives designated as net investment hedges	\$ 119	\$ 100	\$ 102
Derivatives designated as fair value hedges (interest rate swaps)	500	500	500
No hedge designation (foreign exchange contracts)	129	66	93
Total	<u>\$ 748</u>	<u>\$ 666</u>	<u>\$ 695</u>

Effects of our derivative instruments on our Condensed Consolidated Statements of Earnings were as follows (\$ in millions):

	Statement of Earnings Location	Gain (Loss) Recognized			
		Three Months Ended		Nine Months Ended	
		November 2, 2024	October 28, 2023	November 2, 2024	October 28, 2023
Interest rate swaps	Interest expense	\$ (14)	\$ (15)	\$ (5)	\$ (29)
Adjustments to carrying value of long-term debt	Interest expense	14	15	5	29
Total		\$ -	\$ -	\$ -	\$ -

6. Debt

Short-Term Debt

U.S. Revolving Credit Facility

We have a \$1.25 billion five-year senior unsecured revolving credit facility agreement (the “Five-Year Facility Agreement”) with a syndicate of banks that expires in April 2028. There were no borrowings outstanding under the Five-Year Facility Agreement as of November 2, 2024, February 3, 2024, or October 28, 2023.

Long-Term Debt

Long-term debt consisted of the following (\$ in millions):

	November 2, 2024	February 3, 2024	October 28, 2023
Notes, 4.45%, due October 1, 2028	\$ 500	\$ 500	\$ 500
Notes, 1.95%, due October 1, 2030	650	650	650
Interest rate swap valuation adjustments	(16)	(11)	(36)
Subtotal	1,134	1,139	1,114
Debt discounts and issuance costs	(7)	(8)	(8)
Finance lease obligations	29	34	39
Total long-term debt	1,156	1,165	1,145
Less current portion	12	13	15
Total long-term debt, less current portion	\$ 1,144	\$ 1,152	\$ 1,130

Fair Value and Future Maturities

See Note 4, *Fair Value Measurements*, for the fair value of long-term debt. Other than the \$500 million of principal amount of notes due October 1, 2028, we do not have any future maturities of long-term debt within the next five fiscal years.

7. Revenue

We generate substantially all of our revenue from contracts with customers from the sale of products and services. Contract balances primarily relate to unfulfilled membership benefits and services not yet completed, product merchandise not yet delivered to customers, deferred revenue from our private label and co-branded credit card arrangement and unredeemed gift cards. Contract balances were as follows (\$ in millions):

	November 2, 2024	February 3, 2024	October 28, 2023
Receivables, net ⁽¹⁾	\$ 471	\$ 512	\$ 555
Short-term contract liabilities included in:			
Unredeemed gift card liabilities	246	253	245
Deferred revenue	878	1,000	934
Accrued liabilities	58	53	59
Long-term contract liabilities included in:			
Long-term liabilities	237	245	250

(1) Receivables are recorded net of allowances for expected credit losses of \$16 million, \$23 million and \$19 million as of November 2, 2024, February 3, 2024, and October 28, 2023, respectively.

During the first nine months of fiscal 2025 and fiscal 2024, \$1,054 million and \$1,192 million of revenue was recognized, respectively, that was included in the contract liabilities at the beginning of the respective periods.

Estimated revenue from our contract liability balances expected to be recognized in future periods if the performance of the contract is expected to have an initial duration of more than one year is as follows (\$ in millions):

Fiscal Year	Amount
Remainder of fiscal 2025	\$ 10
Fiscal 2026	35
Fiscal 2027	30
Fiscal 2028	26
Fiscal 2029	26
Fiscal 2030	26
Thereafter	115

See Note 11, *Segments*, for information on our revenue by reportable segment and product category.

8. Earnings per Share

We compute our basic earnings per share based on the weighted-average number of common shares outstanding and our diluted earnings per share based on the weighted-average number of common shares outstanding adjusted by the number of additional shares that would have been outstanding had potentially dilutive common shares been issued.

Reconciliations of the numerators and denominators of basic and diluted earnings per share were as follows (\$ and shares in millions, except per share amounts):

	Three Months Ended		Nine Months Ended	
	November 2, 2024	October 28, 2023	November 2, 2024	October 28, 2023
Numerator				
Net earnings	\$ 273	\$ 263	\$ 810	\$ 781
Denominator				
Weighted-average common shares outstanding	214.8	217.8	215.7	218.4
Dilutive effect of stock compensation plan awards	1.9	0.5	1.5	0.7
Weighted-average common shares outstanding, assuming dilution	216.7	218.3	217.2	219.1
Potential shares which were anti-dilutive and excluded from weighted-average share computations	-	0.3	-	0.4
Basic earnings per share	\$ 1.27	\$ 1.21	\$ 3.76	\$ 3.58
Diluted earnings per share	\$ 1.26	\$ 1.21	\$ 3.73	\$ 3.57

9. Repurchase of Common Stock

On February 28, 2022, our Board of Directors approved a \$5.0 billion share repurchase program. There is no expiration date governing the period over which we can repurchase shares under this authorization.

Information regarding share repurchases was as follows (\$ and shares in millions, except per share amounts):

	Three Months Ended		Nine Months Ended	
	November 2, 2024	October 28, 2023	November 2, 2024	October 28, 2023
Total cost of shares repurchased	\$ 135	\$ 128	\$ 285	\$ 278
Average price per share	\$ 95.43	\$ 71.61	\$ 87.19	\$ 74.16
Total number of shares repurchased	1.4	1.8	3.2	3.7

As of November 2, 2024, \$3.5 billion of the \$5.0 billion share repurchase authorization was available.

10. Contingencies

We are involved in a number of legal proceedings. Where appropriate, we have made accruals with respect to these matters, which are reflected on our Condensed Consolidated Financial Statements. However, there are cases where liability is not probable or the amount cannot be reasonably estimated and, therefore, accruals have not been made. We provide disclosure of matters where we believe it is reasonably possible the impact may be material to our Condensed Consolidated Financial Statements.

11. Segments

Reportable segment and product category revenue information was as follows (\$ in millions):

	Three Months Ended		Nine Months Ended	
	November 2, 2024	October 28, 2023	November 2, 2024	October 28, 2023
Revenue by reportable segment				
Domestic	\$ 8,697	\$ 8,996	\$ 25,523	\$ 26,687
International	748	760	2,057	2,119
Total revenue	<u>\$ 9,445</u>	<u>\$ 9,756</u>	<u>\$ 27,580</u>	<u>\$ 28,806</u>
Revenue by product category				
Domestic:				
Computing and Mobile Phones	\$ 4,065	\$ 3,938	\$ 11,445	\$ 11,300
Consumer Electronics	2,425	2,589	7,267	7,839
Appliances	1,057	1,238	3,324	3,961
Entertainment	479	594	1,497	1,729
Services	601	563	1,769	1,650
Other	70	74	221	208
Total Domestic revenue	<u>\$ 8,697</u>	<u>\$ 8,996</u>	<u>\$ 25,523</u>	<u>\$ 26,687</u>
International:				
Computing and Mobile Phones	\$ 386	\$ 378	\$ 1,012	\$ 1,003
Consumer Electronics	194	200	553	578
Appliances	67	74	213	225
Entertainment	47	54	132	164
Services	47	45	124	119
Other	7	9	23	30
Total International revenue	<u>\$ 748</u>	<u>\$ 760</u>	<u>\$ 2,057</u>	<u>\$ 2,119</u>

Operating income by reportable segment and the reconciliation to consolidated earnings before income tax expense and equity in income of affiliates was as follows (\$ in millions):

	Three Months Ended		Nine Months Ended	
	November 2, 2024	October 28, 2023	November 2, 2024	October 28, 2023
Domestic	\$ 337	\$ 336	\$ 1,007	\$ 955
International	13	18	38	58
Total operating income	350	354	1,045	1,013
Other income (expense):				
Gain on sale of subsidiary, net	-	-	-	21
Investment income and other	19	8	65	41
Interest expense	(13)	(14)	(38)	(38)
Earnings before income tax expense and equity in income of affiliates	<u>\$ 356</u>	<u>\$ 348</u>	<u>\$ 1,072</u>	<u>\$ 1,037</u>

Assets by reportable segment were as follows (\$ in millions):

	November 2, 2024	February 3, 2024	October 28, 2023
Domestic	\$ 15,551	\$ 13,660	\$ 15,395
International	1,467	1,307	1,487
Total assets	<u>\$ 17,018</u>	<u>\$ 14,967</u>	<u>\$ 16,882</u>

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Unless the context otherwise requires, the use of the terms "Best Buy," "we," "us" and "our" refers to Best Buy Co., Inc. and its consolidated subsidiaries. Any references to our website addresses do not constitute incorporation by reference of the information contained on the websites.

Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") is intended to provide a reader of our financial statements with a narrative from the perspective of our management on our financial condition, results of operations, liquidity and certain other factors that may affect our future results. Unless otherwise noted, transactions and other factors significantly impacting our financial condition, results of operations and liquidity are discussed in order of magnitude. Our MD&A should be read in conjunction with our Annual Report on Form 10-K for the fiscal year ended February 3, 2024 (including the information presented therein under *Risk Factors*), as well as our other reports on Forms 10-Q and 8-K and other publicly available information. All amounts herein are unaudited.

Overview

We are driven by our purpose to enrich lives through technology and our vision to personalize and humanize technology solutions for every stage of life. We accomplish this by leveraging our combination of technology and a human touch to meet our customers' everyday needs, whether they come to us online, visit our stores or invite us into their homes.

We have two reportable segments: Domestic and International. The Domestic segment is comprised of our operations in all states, districts and territories of the U.S. and our Best Buy Health business. The International segment is comprised of all our operations in Canada.

Our fiscal year ends on the Saturday nearest the end of January. Our business, like that of many retailers, is seasonal. A large proportion of our revenue and earnings is generated in the fiscal fourth quarter, which includes the majority of the holiday shopping season.

Comparable Sales

Throughout this MD&A, we refer to comparable sales. Comparable sales is a metric used by management to evaluate the performance of our existing stores, websites and call centers by measuring the change in net sales for a particular period over the comparable prior period of equivalent length. Comparable sales includes revenue from stores, websites and call centers operating for at least 14 full months. Revenue from online sales is included in comparable sales and represents sales initiated on a website or app, regardless of whether customers choose to pick up product in store, curbside, at an alternative pick-up location or take delivery direct to their homes. Revenue from acquisitions is included in comparable sales beginning with the first full quarter following the first anniversary of the date of the acquisition. Comparable sales also includes credit card revenue, gift card breakage, commercial sales and sales of merchandise to wholesalers and dealers, as applicable. Revenue from stores closed more than 14 days, including but not limited to relocated, remodeled, expanded and downsized stores, or stores impacted by natural disasters, is excluded from comparable sales until at least 14 full months after reopening. Comparable sales excludes the impact of certain periodic warranty-related profit-share revenue, the effect of fluctuations in foreign currency exchange rates (applicable to our International segment only) and the impact of the 53rd week (applicable in 53-week fiscal years only). Comparable sales is based on our fiscal calendar and is not adjusted to align calendar weeks. All periods presented apply this methodology consistently.

Consistent with our comparable sales policy, revenue from Best Buy Express locations rebranded as a result of our previously announced collaboration with Bell Canada is excluded from our comparable sales calculation until locations have been operating for at least 14 full months.

We believe comparable sales is a meaningful supplemental metric for investors to evaluate revenue performance resulting from growth in existing stores, websites and call centers versus the portion resulting from opening new stores or closing existing stores. The method of calculating comparable sales varies across the retail industry. As a result, our method of calculating comparable sales may not be the same as other retailers' methods.

Non-GAAP Financial Measures

This MD&A includes financial information prepared in accordance with accounting principles generally accepted in the U.S. (“GAAP”), as well as certain adjusted or non-GAAP financial measures, such as non-GAAP operating income, non-GAAP effective tax rate and non-GAAP diluted earnings per share (“EPS”). We believe that non-GAAP financial measures, when reviewed in conjunction with GAAP financial measures, provide additional useful information for evaluating current period performance and assessing future performance. For these reasons, internal management reporting, including budgets, forecasts and financial targets used for short-term incentives are based on non-GAAP financial measures. Generally, our non-GAAP financial measures include adjustments for items such as restructuring charges, goodwill and intangible asset impairments, price-fixing settlements, gains and losses on sales of subsidiaries and certain investments, intangible asset amortization, certain acquisition-related costs and the tax effect of all such items. In addition, certain other items may be excluded from non-GAAP financial measures when we believe doing so provides greater clarity to management and our investors. We provide reconciliations of the most comparable financial measures presented in accordance with GAAP to presented non-GAAP financial measures that enable investors to understand the adjustments made in arriving at the non-GAAP financial measures and to evaluate performance using the same metrics as management. These non-GAAP financial measures should be considered in addition to, and not superior to or as a substitute for, GAAP financial measures. We strongly encourage investors and shareholders to review our financial statements and publicly filed reports in their entirety and not to rely on any single financial measure. Non-GAAP financial measures may be calculated differently from similarly titled measures used by other companies, thereby limiting their usefulness for comparative purposes.

In our discussions of the operating results of our consolidated business and our International segment, we sometimes refer to the impact of changes in foreign currency exchange rates or the impact of foreign currency exchange rate fluctuations, which are references to the differences between the foreign currency exchange rates we use to convert the International segment’s operating results from local currencies into U.S. dollars for reporting purposes. We also may use the term “constant currency,” which represents results adjusted to exclude foreign currency impacts. We calculate those impacts as the difference between the current period results translated using the current period currency exchange rates and using the comparable prior period currency exchange rates. We believe the disclosure of revenue changes in constant currency provides useful supplementary information to investors in light of significant fluctuations in currency rates.

Refer to the Non-GAAP Financial Measures section below for detailed reconciliations of items impacting non-GAAP operating income, non-GAAP effective tax rate and non-GAAP diluted EPS in the presented periods.

Business Strategy Update

In the third quarter of fiscal 2025, we continued to manage our profitability through strong execution despite revenue declines. We made progress on our fiscal 2025 priorities, grew our paid membership base and drove improvements in our prioritized customer experiences. We continued to deliver sales growth in our Domestic computing and tablet categories as our market position, expert sales associates and compelling merchandising allowed us to capitalize on demand driven by our customers’ desire to replace or upgrade their products combined with new innovation.

We also continue to focus on the following four priorities: (1) invigorate and progress targeted customer experiences; (2) drive operational effectiveness and efficiency; (3) continue our disciplined approach to capital allocation; and (4) explore, pilot and drive incremental revenue streams.

This year, we have been focused on improving and refreshing our App and small view experiences – including enhanced personalization, new features like digital wallet, deal alerts and gift finders, along with a more stream-lined checkout process and faster content loading times. We have grown both customer ratings for our App and growth in active users. We believe this is an important way to engage our customers on their entire shopping journey, and our data shows that customers who use our App frequent us more often and thus spend more.

In our stores, we are making enhancements to every store in the chain in some fashion this year, improving both our merchandising and ease of shopping for customers. This includes working with many of our vendors to implement new and enhanced in-store experiences across the store. To continue to elevate the expert service we provide customers, we have added fully dedicated labor expertise to our in-store computing and have begun the process of doing so in our home theater and major appliances departments in hundreds of stores. These changes are in addition to the actions taken throughout the past year to streamline our leadership model, allowing us to invest in more customer-facing sales associate hours in our stores.

While we elevate our customer experiences, we are simultaneously executing on our longstanding commitment to drive operational effectiveness and efficiencies and identify cost reductions, as this is paramount to help offset inflationary pressures in our business and fund investment capacity. For example, in fiscal 2025 we are focused on driving further efficiencies across our forward and reverse supply chain, our Geek Squad repair operations and our customer care experience. We will continue to lean heavily on analytics and technology to achieve these efficiencies.

Our third key priority for the year is to continue our disciplined approach to capital allocation. This includes striking the appropriate balance of prioritizing areas that best position us for the future, while prudently dealing with the near-term uncertainty in the consumer electronics industry.

Our fourth key priority for fiscal 2025 is longer-term in focus. We will continue to explore opportunities that leverage our scale and capabilities to drive incremental profitable revenue streams over time.

As we look to the rest of the year, we are excited for the holiday season in this still uncertain consumer electronics industry. We are well positioned with compelling deals, inspirational in-store and digital merchandising and competitive fulfillment options. We are the largest consumer electronics specialty retailer with what we believe to be a unique range of product assortment and expert services to help humanize tech, especially new innovation, for every stage of our customers' lives. We intend to strengthen our position in key categories like computing, home theater and major appliances through our differentiated experiences, pointed marketing spend and competitive pricing.

Results of Operations

Consolidated Results

Selected consolidated financial data was as follows (\$ in millions, except per share amounts):

	Three Months Ended		Nine Months Ended	
	November 2, 2024	October 28, 2023	November 2, 2024	October 28, 2023
Revenue	\$ 9,445	\$ 9,756	\$ 27,580	\$ 28,806
Revenue % change	(3.2)%	(7.8)%	(4.3)%	(8.7)%
Comparable sales % change	(2.9)%	(6.9)%	(3.7)%	(7.8)%
Gross profit	\$ 2,217	\$ 2,232	\$ 6,467	\$ 6,602
Gross profit as a % of revenue ⁽¹⁾	23.5 %	22.9 %	23.4 %	22.9 %
Selling, general and administrative expense ("SG&A")	\$ 1,871	\$ 1,878	\$ 5,418	\$ 5,605
SG&A as a % of revenue ⁽¹⁾	19.8 %	19.2 %	19.6 %	19.5 %
Restructuring charges	\$ (4)	\$ -	\$ 4	\$ (16)
Operating income	\$ 350	\$ 354	\$ 1,045	\$ 1,013
Operating income as a % of revenue	3.7 %	3.6 %	3.8 %	3.5 %
Net earnings	\$ 273	\$ 263	\$ 810	\$ 781
Diluted earnings per share	\$ 1.26	\$ 1.21	\$ 3.73	\$ 3.57

(1) Because retailers vary in how they record costs of operating their supply chain between cost of sales and SG&A, our gross profit rate and SG&A rate may not be comparable to other retailers' corresponding rates. For additional information regarding costs classified in cost of sales and SG&A, refer to Note 1, *Summary of Significant Accounting Policies*, of the Notes to Consolidated Financial Statements included in our Annual Report on Form 10-K for the fiscal year ended February 3, 2024.

In the third quarter and first nine months of fiscal 2025, we generated \$9.4 billion and \$27.6 billion in revenue, respectively, and our comparable sales declined 2.9% and 3.7%, respectively, as we continued to operate in a challenged consumer electronics industry and experienced softer customer demand. While our comparable sales declined in the third quarter of fiscal 2025 in categories such as appliances, home theater and gaming, we grew comparable sales in our computing, tablet and services categories.

Revenue, gross profit rate, SG&A and operating income rate changes in the third quarter and first nine months of fiscal 2025 were primarily driven by our Domestic segment. For further discussion of our Domestic and International segments, see *Segment Performance Summary*, below.

Store Summary

Stores open by reportable segment were as follows:

	November 2, 2024	October 28, 2023
Best Buy	889	901
Outlet Centers	25	21
Pacific Sales	20	20
Yardbird	23	21
Total Domestic stores	957	963
Canada Best Buy stores	129	128
Canada Best Buy Mobile stand-alone stores	31	32
Total International stores	160	160
Total stores	1,117	1,123

We continuously monitor store performance as part of a market-driven, omnichannel strategy. As we approach the expiration of leases, we evaluate various options for each location, including whether a store should remain open. In fiscal 2025, we currently expect to reduce our Domestic Best Buy store count by approximately 10 to 12 stores.

Earlier this year, we announced our collaboration with Bell Canada to rebrand 167 of its stores to Best Buy Express. These stores, previously part of The Source, a wholly owned subsidiary of Bell Canada, are leased by Bell Canada. Under the arrangement, we provide the curated consumer electronics assortment and Geek Squad services, as well as supply chain, marketing and e-commerce. Bell Canada is the exclusive telecommunications services provider and is also responsible for the store operations. As of November 2, 2024, nearly all of the 167 stores have been rebranded.

Income Tax Expense

Income tax expense was relatively unchanged in the third quarter of fiscal 2025. Our effective tax rate ("ETR") decreased to 23.9% in the third quarter of fiscal 2025 compared to 24.7% in the third quarter of fiscal 2024, primarily due to increased tax benefits from green energy incentives.

Income tax expense increased in the first nine months of fiscal 2025, primarily due to an increase in pre-tax earnings. Our ETR remained unchanged at 24.8% in the first nine months of fiscal 2025 compared to the first nine months of fiscal 2024, primarily due to increased tax benefits from green energy incentives, offset by reduced tax benefits from the resolution of tax matters and stock-based compensation.

Our tax provision for interim periods is determined using an estimate of our annual ETR, adjusted for discrete items, if any, that are taken into account in the relevant period. We update our estimate of the annual ETR each quarter and we make a cumulative adjustment if our estimated tax rate changes. Our quarterly tax provision and our quarterly estimate of our annual ETR are subject to variation due to several factors, including our ability to accurately forecast our pre-tax and taxable income and loss by jurisdiction, tax audit developments, recognition of excess tax benefits or deficiencies related to stock-based compensation, foreign currency gains (losses), changes in laws or regulations, and expenses or losses for which tax benefits are not recognized. Our ETR can be more or less volatile based on the amount of pre-tax earnings. For example, the impact of discrete items and non-deductible losses on our ETR is greater when our pre-tax earnings are lower.

Segment Performance Summary

Domestic Segment

Selected financial data for the Domestic segment was as follows (\$ in millions):

	Three Months Ended		Nine Months Ended	
	November 2, 2024	October 28, 2023	November 2, 2024	October 28, 2023
Revenue	\$ 8,697	\$ 8,996	\$ 25,523	\$ 26,687
Revenue % change	(3.3)%	(8.2)%	(4.4)%	(8.8)%
Comparable sales % change ⁽¹⁾	(2.8)%	(7.3)%	(3.8)%	(8.0)%
Gross profit	\$ 2,049	\$ 2,064	\$ 5,993	\$ 6,108
Gross profit as a % of revenue	23.6 %	22.9 %	23.5 %	22.9 %
SG&A	\$ 1,716	\$ 1,727	\$ 4,982	\$ 5,167
SG&A as a % of revenue	19.7 %	19.2 %	19.5 %	19.4 %
Restructuring charges	\$ (4)	\$ 1	\$ 4	\$ (14)
Operating income	\$ 337	\$ 336	\$ 1,007	\$ 955
Operating income as a % of revenue	3.9 %	3.7 %	3.9 %	3.6 %
Selected Online Revenue Data				
Total online revenue	\$ 2,727	\$ 2,754	\$ 7,970	\$ 8,205
Online revenue as a % of total segment revenue	31.4 %	30.6 %	31.2 %	30.7 %
Comparable online sales % change ⁽¹⁾	(1.0)%	(9.3)%	(2.9)%	(9.5)%

(1) Comparable online sales are included in the comparable sales calculation.

Domestic revenue decreased in the third quarter and first nine months of fiscal 2025, primarily driven by comparable sales declines in the appliances, home theater and gaming categories, partially offset by comparable sales growth in the computing, tablets and services categories. Online revenue of \$2.7 billion and \$8.0 billion in the third quarter and first nine months of fiscal 2025 decreased 1.0% and 2.9%, respectively, on a comparable basis.

Domestic segment revenue mix percentages and comparable sales percentage changes by revenue category were as follows:

	Revenue Mix		Comparable Sales	
	Three Months Ended		Three Months Ended	
	November 2, 2024	October 28, 2023	November 2, 2024	October 28, 2023
Computing and Mobile Phones	47 %	44 %	3.8 %	(8.3)%
Consumer Electronics	28 %	29 %	(5.8)%	(9.5)%
Appliances	12 %	14 %	(14.7)%	(15.1)%
Entertainment	5 %	6 %	(18.8)%	20.6 %
Services	7 %	6 %	6.0 %	6.9 %
Other	1 %	1 %	12.9 %	4.7 %
Total	100 %	100 %	(2.8)%	(7.3)%

Notable comparable sales changes by revenue category were as follows:

- **Computing and Mobile Phones:** The 3.8% comparable sales growth was driven primarily by computing and tablets.
- **Consumer Electronics:** The 5.8% comparable sales decline was driven primarily by home theater.
- **Appliances:** The 14.7% comparable sales decline was driven primarily by large appliances.
- **Entertainment:** The 18.8% comparable sales decline was driven primarily by gaming.
- **Services:** The 6.0% comparable sales growth was driven primarily by growth in our membership programs, as well as delivery and installation services.

Domestic gross profit rate increased in the third quarter of fiscal 2025, primarily due to improved financial performance from our services category, including our membership offerings, which was partially offset by lower profit-sharing revenue from our private label and co-branded credit card arrangement and lower product margin rates.

Domestic gross profit rate increased in the first nine months of fiscal 2025, primarily due to improved financial performance from our services category, including our membership offerings, which was partially offset by lower product margin rates and lower profit-sharing revenue from our private label and co-branded credit card arrangement.

Domestic SG&A decreased in the third quarter of fiscal 2025, primarily due to lower employee compensation expense and lower intangible asset amortization expense, partially offset by higher advertising expense.

Domestic SG&A decreased in the first nine months of fiscal 2025, primarily due to lower employee compensation expense, which was primarily store payroll, lower intangible amortization expense and reduced vehicle rental costs. These decreases were partially offset by higher advertising and technology expense.

Domestic restructuring charges in the third quarter and first nine months of fiscal 2025 were primarily related to employee termination benefits and subsequent adjustments from higher-than-expected employee retention associated with an enterprise-wide restructuring initiative that commenced in the fourth quarter of fiscal 2024. Refer to Note 2, *Restructuring*, of the Notes to Condensed Consolidated Financial Statements, included in this Quarterly Report on Form 10-Q for additional information.

Domestic operating income rate increased in the third quarter and first nine months of fiscal 2025, primarily due to favorability in the gross profit rate, partially offset by decreased leverage from lower sales volume, which resulted in an unfavorable SG&A rate.

International Segment

Selected financial data for the International segment was as follows (\$ in millions):

	Three Months Ended		Nine Months Ended	
	November 2, 2024	October 28, 2023	November 2, 2024	October 28, 2023
Revenue	\$ 748	\$ 760	\$ 2,057	\$ 2,119
Revenue % change	(1.6)%	(3.4)%	(2.9)%	(7.9)%
Comparable sales % change	(3.7)%	(1.9)%	(3.0)%	(4.2)%
Gross profit	\$ 168	\$ 168	\$ 474	\$ 494
Gross profit as a % of revenue	22.5 %	22.1 %	23.0 %	23.3 %
SG&A	\$ 155	\$ 151	\$ 436	\$ 438
SG&A as a % of revenue	20.7 %	19.9 %	21.2 %	20.7 %
Operating income	\$ 13	\$ 18	\$ 38	\$ 58
Operating income as a % of revenue	1.7 %	2.4 %	1.8 %	2.7 %

International revenue decreased in the third quarter of fiscal 2025, primarily driven by comparable sales declines in gaming, home theater and appliances, as well as the negative impact of foreign exchange rates. These decreases were partially offset by increased revenue from Best Buy Express locations.

International revenue decreased in the first nine months of fiscal 2025, primarily driven by comparable sales declines in gaming, computing and home theater, as well as the negative impact of foreign exchange rates. These decreases were partially offset by increased revenue from Best Buy Express locations and comparable sales growth in mobile phones.

International segment revenue mix percentages and comparable sales percentage changes by revenue category were as follows:

	Revenue Mix		Comparable Sales	
	Three Months Ended		Three Months Ended	
	November 2, 2024	October 28, 2023	November 2, 2024	October 28, 2023
Computing and Mobile Phones	52 %	50 %	(0.1)%	(1.0)%
Consumer Electronics	26 %	26 %	(6.1)%	(8.4)%
Appliances	9 %	10 %	(8.1)%	4.0 %
Entertainment	6 %	7 %	(18.7)%	18.6 %
Services	6 %	6 %	4.0 %	2.4 %
Other	1 %	1 %	(12.7)%	(37.5)%
Total	100 %	100 %	(3.7)%	(1.9)%

Notable comparable sales changes by revenue category were as follows:

- **Computing and Mobile Phones:** The 0.1% comparable sales decline was driven primarily by computing and tablets, partially offset by comparable sales growth in mobile phones.
- **Consumer Electronics:** The 6.1% comparable sales decline was driven primarily by home theater and home automation.
- **Appliances:** The 8.1% comparable sales decline was driven by both large and small appliances.
- **Entertainment:** The 18.7% comparable sales decline was driven primarily by gaming.
- **Services:** The 4.0% comparable sales growth was driven primarily by growth in our membership programs.

International gross profit rate increased in the third quarter of fiscal 2025, primarily driven by growth in the higher margin services category.

International gross profit rate decreased in the first nine months of fiscal 2025, primarily driven by lower product margin rates and higher supply chain costs, which were partially offset by growth in the higher margin services category.

International SG&A increased in the third quarter of fiscal 2025, primarily driven by expenses associated with new Best Buy Express locations.

International SG&A decreased in the first nine months of fiscal 2025, primarily driven by lower advertising expense and lower employee compensation expense, which was primarily incentive compensation. These decreases were partially offset by expenses associated with new Best Buy Express locations.

International operating income rate decreased in the third quarter of fiscal 2025, primarily due to an unfavorable SG&A rate, partially offset by a favorable gross profit rate.

International operating income rate decreased in the first nine months of fiscal 2025, primarily due to decreased leverage from lower sales volume, which resulted in an unfavorable SG&A rate, and an unfavorable gross profit rate.

Consolidated Non-GAAP Financial Measures

Reconciliations of operating income, effective tax rate and diluted EPS (GAAP financial measures) to non-GAAP operating income, non-GAAP effective tax rate and non-GAAP diluted EPS (non-GAAP financial measures) were as follows (\$ in millions, except per share amounts):

	Three Months Ended		Nine Months Ended	
	November 2, 2024	October 28, 2023	November 2, 2024	October 28, 2023
Operating income	\$ 350	\$ 354	\$ 1,045	\$ 1,013
% of revenue	3.7 %	3.6 %	3.8 %	3.5 %
Intangible asset amortization ⁽¹⁾	5	15	16	56
Restructuring charges ⁽²⁾	(4)	-	4	(16)
Non-GAAP operating income	\$ 351	\$ 369	\$ 1,065	\$ 1,053
% of revenue	3.7 %	3.8 %	3.9 %	3.7 %
Effective tax rate	23.9 %	24.7 %	24.8 %	24.8 %
Intangible asset amortization ⁽¹⁾	(0.1)%	-%	-%	0.2 %
Restructuring charges ⁽²⁾	-%	-%	-%	(0.1)%
Non-GAAP effective tax rate	23.8 %	24.7 %	24.8 %	24.9 %
Diluted EPS	\$ 1.26	\$ 1.21	\$ 3.73	\$ 3.57
Intangible asset amortization ⁽¹⁾	0.02	0.07	0.07	0.25
Restructuring charges ⁽²⁾	(0.02)	-	0.02	(0.07)
Loss on investments	-	0.04	-	0.05
Gain on sale of subsidiary, net ⁽³⁾	-	-	-	(0.10)
Income tax impact of non-GAAP adjustments ⁽⁴⁾	-	(0.03)	(0.02)	(0.04)
Non-GAAP diluted EPS	\$ 1.26	\$ 1.29	\$ 3.80	\$ 3.66

For additional information regarding the nature of charges discussed below, refer to Note 1, *Basis of Presentation*, Note 2, *Restructuring*, and Note 3, *Goodwill and Intangible Assets*, of the Notes to Condensed Consolidated Financial Statements, included in this Quarterly Report on Form 10-Q.

- (1) Represents the non-cash amortization of definite-lived intangible assets associated with acquisitions, including customer relationships, tradenames and developed technology assets.
- (2) Represents charges related to employee termination benefits and subsequent adjustments from higher-than-expected employee retention associated with enterprise-wide restructuring initiatives.
- (3) Represents the gain on sale of a Mexico subsidiary subsequent to our exit from operations in Mexico.
- (4) The non-GAAP adjustments primarily relate to the U.S. and Mexico. As such, the forecasted annual income tax charge on a portion of the U.S. non-GAAP adjustments is calculated using the statutory tax rate of 24.5%. There is no forecasted annual income tax for Mexico non-GAAP items and a portion of U.S. non-GAAP items, as there is no forecasted annual tax benefit/expense on the income/expenses in the calculation of GAAP income tax expense.

Non-GAAP operating income rate decreased in the third quarter of fiscal 2025, primarily due to an unfavorable SG&A rate, partially offset by a favorable gross profit rate. Non-GAAP operating income rate increased in the first nine months of fiscal 2025, primarily due to a favorable gross profit rate in our Domestic segment, partially offset by an unfavorable SG&A rate.

Non-GAAP effective tax rate decreased in the third quarter of fiscal 2025, primarily due to increased tax benefits from green energy incentives. Non-GAAP effective tax rate decreased in the first nine months of fiscal 2025, primarily due to increased tax benefits from green energy incentives, partially offset by reduced tax benefits from the resolution of tax matters and stock-based compensation.

Non-GAAP diluted EPS decreased in the third quarter of fiscal 2025, primarily due to the decrease in non-GAAP earnings. Non-GAAP diluted EPS increased in the first nine months of fiscal 2025, primarily due to the increase in non-GAAP earnings.

Liquidity and Capital Resources

We closely manage our liquidity and capital resources. Our liquidity requirements depend on key variables, including the level of investment required to support our business strategies, the performance of our business, capital expenditures, dividends, credit facilities, short-term borrowing arrangements and working capital management. We modify our approach to managing these variables as changes in our operating environment arise. For example, capital expenditures and share repurchases are a component of our cash flow and capital management strategy, which, to a large extent, we can adjust in response to economic and other changes in our business environment.

Cash and cash equivalents were as follows (\$ in millions):

	November 2, 2024	February 3, 2024	October 28, 2023
Cash and cash equivalents	\$ 643	\$ 1,447	\$ 636

The decrease in cash and cash equivalents from February 3, 2024, was primarily due to dividend payments, capital expenditures and the timing and volume of inventory purchases and payments, partially offset by positive cash flows from operations, primarily driven by earnings.

The increase in cash and cash equivalents from October 28, 2023, was primarily due to positive cash flows from operations, primarily driven by earnings, partially offset by dividend payments, capital expenditures and share repurchases.

Cash Flows

Cash flows were as follows (\$ in millions):

	Nine Months Ended	
	November 2, 2024	October 28, 2023
Total cash provided by (used in):		
Operating activities	\$ 561	\$ 290
Investing activities	(522)	(600)
Financing activities	(892)	(872)
Effect of exchange rate changes on cash and cash equivalents	(2)	(12)
Decrease in cash, cash equivalents and restricted cash	<u>\$ (855)</u>	<u>\$ (1,194)</u>

Operating Activities

The increase in cash provided by operating activities in the first nine months of fiscal 2025 was primarily driven by the timing and volume of inventory purchases and payments, partially offset by the timing of vendor funding receivables.

Investing Activities

Cash used in investing activities in the first nine months of fiscal 2025 decreased, primarily driven by lower capital spending. We currently expect capital expenditures to approximate \$750 million in fiscal 2025 compared to \$795 million in fiscal 2024.

Financing Activities

The increase in cash used in financing activities in the first nine months of fiscal 2025 was primarily driven by higher share repurchases.

Sources of Liquidity

Funds generated by operating activities, available cash and cash equivalents, our credit facilities, other debt arrangements and trade payables are our most significant sources of liquidity. We believe our sources of liquidity will be sufficient to fund operations and anticipated capital expenditures, share repurchases, dividends and strategic initiatives, including business combinations. However, in the event our liquidity is insufficient, we may be required to limit our spending. There can be no assurance that we will continue to generate cash flows at or above current levels or that we will be able to maintain our ability to borrow under our existing credit facilities or obtain additional financing, if necessary, on favorable terms.

We have a \$1.25 billion five-year senior unsecured revolving credit facility agreement (the "Five-Year Facility Agreement") with a syndicate of banks that expires in April 2028. There were no borrowings outstanding under the Five-Year Facility Agreement as of November 2, 2024, February 3, 2024, or October 28, 2023.

Restricted Cash

Our liquidity is also affected by restricted cash balances that are primarily restricted to cover product protection plans provided under our membership offerings and self-insurance liabilities. Restricted cash, which is included in Other current assets on our Condensed Consolidated Balance Sheets, was \$295 million, \$346 million and \$423 million at November 2, 2024, February 3, 2024, and October 28, 2023, respectively. The decrease in restricted cash from February 3, 2024, and October 28, 2023, was primarily due to releases of product protection reserves based on claims and purchasing behaviors of customers participating in our membership offerings.

Debt and Capital

As of November 2, 2024, we had \$500 million of principal amount of notes due October 1, 2028, and \$650 million of principal amount of notes due October 1, 2030. Refer to Note 6, *Debt*, of the Notes to Condensed Consolidated Financial Statements, included in this Quarterly Report on Form 10-Q, and Note 8, *Debt*, of the Notes to Consolidated Financial Statements included in our Annual Report on Form 10-K for the fiscal year ended February 3, 2024, for additional information about our outstanding debt.

Share Repurchases and Dividends

We repurchase our common stock and pay dividends pursuant to programs approved by our Board of Directors (“Board”). The payment of cash dividends is also subject to customary legal and contractual restrictions. Our long-term capital allocation strategy is to first fund operations and investments in growth and then return excess cash over time to shareholders through dividends and share repurchases while maintaining investment-grade credit metrics. Our share repurchase plans are evaluated on an ongoing basis, considering factors such as our financial condition and cash flows, our economic outlook, the impact of tax laws, our liquidity needs, and the health and stability of global credit markets. The timing and amount of future repurchases may vary depending on such factors.

On February 28, 2022, our Board approved a \$5.0 billion share repurchase program. There is no expiration date governing the period over which we can repurchase shares under this authorization.

Share repurchase and dividend activity were as follows (\$ and shares in millions, except per share amounts):

	Three Months Ended		Nine Months Ended	
	November 2, 2024	October 28, 2023	November 2, 2024	October 28, 2023
Total cost of shares repurchased	\$ 135	\$ 128	\$ 285	\$ 278
Average price per share	\$ 95.43	\$ 71.61	\$ 87.19	\$ 74.16
Total number of shares repurchased	1.4	1.8	3.2	3.7
Regular quarterly cash dividend per share	\$ 0.94	\$ 0.92	\$ 2.82	\$ 2.76
Cash dividends declared and paid	\$ 202	\$ 201	\$ 607	\$ 603

The total cost of shares repurchased increased in the third quarter and first nine months of fiscal 2025, primarily due to an increase in the average price per share, partially offset by a decrease in the volume of repurchases. We currently expect total share repurchases of up to \$500 million in fiscal 2025.

Cash dividends declared and paid increased during the third quarter and first nine months of fiscal 2025, due to the increase in the regular quarterly cash dividend per share, partially offset by fewer shares outstanding.

Off-Balance-Sheet Arrangements and Contractual Obligations

Our liquidity is not dependent on the use of off-balance-sheet financing arrangements other than in connection with our \$1.25 billion in undrawn capacity on our Five-Year Facility Agreement as of November 2, 2024, which, if drawn upon, would be included in either short-term or long-term debt on our Condensed Consolidated Balance Sheets.

There has been no material change in our contractual obligations other than in the ordinary course of business since the end of fiscal 2024. See our Annual Report on Form 10-K for the fiscal year ended February 3, 2024, for additional information regarding our off-balance-sheet arrangements and contractual obligations.

Significant Accounting Policies and Estimates

We describe our significant accounting policies in Note 1, *Summary of Significant Accounting Policies*, of the Notes to Consolidated Financial Statements, and our critical accounting estimates in Item 7, *Management’s Discussion and Analysis of Financial Condition and Results of Operations*, in our Annual Report on Form 10-K for the fiscal year ended February 3, 2024. There have been no significant changes in our significant accounting policies or critical accounting estimates since the end of fiscal 2024.

New or Recently Issued Accounting Pronouncements

For a description of applicable new or recently issued accounting pronouncements, including our assessment of the impact on our financial statements, see Note 1, *Basis of Presentation*, of the Notes to Condensed Consolidated Financial Statements, included in this Quarterly Report on Form 10-Q.

Safe Harbor Statement Under the Private Securities Litigation Reform Act

Section 27A of the Securities Act of 1933, as amended (“Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (“Exchange Act”), provide a “safe harbor” for forward-looking statements to encourage companies to provide prospective information about their companies. With the exception of historical information, the matters discussed in this Quarterly Report on Form 10-Q are forward-looking statements and may be identified by the use of words such as “anticipate,” “appear,” “approximate,” “assume,” “believe,” “continue,” “could,” “estimate,” “expect,” “foresee,” “guidance,” “intend,” “may,” “might,” “outlook,” “plan,” “possible,” “project,” “seek,” “should,” “would,” and other words and terms of similar meaning or the negatives thereof. Such statements reflect our current views and estimates with respect to future market conditions, company performance and financial results, operational investments, business prospects, our operating model, new strategies and growth initiatives, the competitive environment, consumer behavior and other events. These statements involve a number of judgments and are subject to certain risks and uncertainties, many of which are outside the control of the Company, that could cause actual results to differ materially from the potential results discussed in such forward-looking statements. Readers should review Item 1A, *Risk Factors*, of our most recent Annual Report on Form 10-K, and any updated information in subsequent Quarterly Reports on Form 10-Q, for a description of important factors that could cause our actual results to differ materially from those contemplated by the forward-looking statements made in this Quarterly Report on Form 10-Q. Among the factors that could cause actual results and outcomes to differ materially from those contained in such forward-looking statements are the following: macroeconomic pressures in the markets in which we operate (including but not limited to recession, inflation rates, fluctuations in foreign currency exchange rates, limitations on a government’s ability to borrow and/or spend capital, fluctuations in housing prices, energy markets, jobless rates, the imposition of tariffs, trade wars and effects related to the conflicts in Eastern Europe and the Middle East or other geopolitical events); catastrophic events, health crises and pandemics; susceptibility of the products we sell to technological advancements, product life cycle fluctuations and changes in consumer preferences; competition (including from multi-channel retailers, e-commerce business, technology service providers, traditional store-based retailers, vendors and mobile network carriers and in the provision of delivery speed and options); our ability to attract and retain qualified employees; changes in market compensation rates; our expansion into health and new products, services and technologies; our focus on services as a strategic priority; our reliance on key vendors and mobile network carriers (including product availability); our ability to maintain positive brand perception and recognition; our ability to effectively manage strategic ventures, alliances or acquisitions; our ability to effectively manage our real estate portfolio; inability of vendors or service providers to perform components of our supply chain (impacting our stores or other aspects of our operations) and other various functions of our business; risks arising from and potentially unique to our exclusive brands products; risks associated with vendors that source products outside of the U.S.; our reliance on our information technology systems, internet and telecommunications access and capabilities; our ability to prevent or effectively respond to a cyber-attack, privacy or security breach; product safety and quality concerns; changes to labor or employment laws or regulations; risks arising from statutory, regulatory and legal developments (including statutes and/or regulations related to tax or privacy); evolving corporate governance and public disclosure regulations and expectations (including, but not limited to, cybersecurity and environmental, social and governance matters); risks arising from our international activities (including those related to the conflicts in Eastern Europe and the Middle East, fluctuations in foreign currency exchange rates, the imposition of tariffs and trade wars) and those of our vendors; failure to effectively manage our costs; our dependence on cash flows and net earnings generated during the fourth fiscal quarter; pricing investments and promotional activity; economic or regulatory developments that might affect our ability to provide attractive promotional financing; constraints in the capital markets; changes to our vendor credit terms; changes in our credit ratings; and failure to meet financial-performance guidance or other forward-looking statements. We caution that the foregoing list of important factors is not complete. Any forward-looking statements speak only as of the date they are made and we assume no obligation to update any forward-looking statement that we may make.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

As disclosed in our Annual Report on Form 10-K for the fiscal year ended February 3, 2024, in addition to the risks inherent in our operations, we are exposed to certain market risks.

Interest Rate Risk

We are exposed to changes in short-term market interest rates and these changes in rates will impact our net interest expense. Our cash, cash equivalents and restricted cash generate interest income that will vary based on changes in short-term interest rates. In addition, we have swapped a portion of our fixed-rate debt to floating rate such that the interest expense on this debt will vary with short-term interest rates. Refer to Note 1, *Summary of Significant Accounting Policies*, of the Notes to Consolidated Financial Statements included in our Annual Report on Form 10-K for the fiscal year ended February 3, 2024, for further information regarding our interest rate swaps.

As of November 2, 2024, we had \$0.9 billion of cash, cash equivalents and restricted cash and \$0.5 billion of debt that has been swapped to floating rate, and therefore the net asset balance exposed to interest rate changes was \$0.4 billion. As of November 2, 2024, a 50-basis point increase in short-term interest rates would have led to an estimated \$2 million increase in interest income, and conversely a 50-basis point decrease in short-term interest rates would have led to an estimated \$2 million decrease in interest income.

Foreign Currency Exchange Rate Risk

We have market risk arising from changes in foreign currency exchange rates related to operations in our International segment. On a limited basis, we utilize foreign exchange forward contracts to manage foreign currency exposure to certain forecasted inventory purchases, recognized receivable and payable balances and our investment in our Canadian operations. Refer to Note 1, *Summary of Significant Accounting Policies*, of the Notes to Consolidated Financial Statements included in our Annual Report on Form 10-K for the fiscal year ended February 3, 2024, for additional information regarding these instruments.

In the third quarter and first nine months of fiscal 2025, foreign currency exchange rate fluctuations were driven by the strength of the U.S. dollar against the Canadian dollar compared to the prior-year period. We estimate that the foreign currency exchange rate fluctuations had an unfavorable impact on our revenue of approximately \$6 million and \$25 million in the third quarter and first nine months of fiscal 2025, respectively. The impact of foreign exchange rate fluctuations on our net earnings in the third quarter and first nine months of fiscal 2025 was not significant.

Item 4. Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the U.S. Securities and Exchange Commission's ("SEC") rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer (principal executive officer) and Senior Executive Vice President of Enterprise Strategy and Chief Financial Officer (principal financial officer), to allow timely decisions regarding required disclosure. We have established a Disclosure Committee, consisting of certain members of management, to assist in this evaluation. The Disclosure Committee meets on a regular quarterly basis and more often if necessary.

Our management, including our Chief Executive Officer and Senior Executive Vice President of Enterprise Strategy and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) promulgated under the Exchange Act), at November 2, 2024. Based on that evaluation, our Chief Executive Officer and Senior Executive Vice President of Enterprise Strategy and Chief Financial Officer concluded that, at November 2, 2024, our disclosure controls and procedures were effective.

There were no changes in internal control over financial reporting during the fiscal quarter ended November 2, 2024, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II — OTHER INFORMATION

Item 1. Legal Proceedings

For information about our legal proceedings, see Note 10, *Contingencies*, of the Notes to Condensed Consolidated Financial Statements, included in this Quarterly Report on Form 10-Q.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

c) Stock Repurchases

On February 28, 2022, our Board approved a \$5.0 billion share repurchase program. There is no expiration date governing the period over which we can repurchase shares under this authorization. For additional information, see Note 9, *Repurchase of Common Stock*, of the Notes to the Condensed Consolidated Financial Statements included in this Quarterly Report on Form 10-Q.

Fiscal Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Program	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Program
August 4, 2024 through August 31, 2024	376,830	\$ 86.40	376,830	\$ 3,602,000,000
September 1, 2024 through October 5, 2024	736,070	\$ 99.08	736,070	\$ 3,529,000,000
October 6, 2024 through November 2, 2024	306,831	\$ 97.77	306,831	\$ 3,499,000,000
Total fiscal 2025 third quarter	1,419,731	\$ 95.43	1,419,731	\$ 3,499,000,000

Item 5. Other Information*Rule 10b5-1 Plan Elections*

Set forth below are developments regarding trading plan arrangements among our directors and officers (as defined in Rule 16a-1(f) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”)) for the quarter ended November 2, 2024.

On September 12, 2024, Matthew Bilunas, the Company’s Senior Executive Vice President of Enterprise Strategy and Chief Financial Officer, entered into a trading plan intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) under the Exchange Act, providing for the potential sale of up to 69,116 shares of our common stock through May 30, 2025.

Item 6. Exhibits

3.1	Amended and Restated Articles of Incorporation (incorporated herein by reference to Exhibit 3.1 to the Current Report on Form 8-K filed by Best Buy Co., Inc. on June 12, 2020).
3.2	Amended and Restated By-Laws (incorporated herein by reference to Exhibit 3.1 to the Current Report on Form 8-K filed by Best Buy Co., Inc. on June 14, 2018).
31.1	Certification of the Chief Executive Officer pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of the Chief Financial Officer pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002(1).
32.2	Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002(1).
101	The following financial information from our Quarterly Report on Form 10-Q for the third quarter of fiscal 2025, filed with the SEC on December 6, 2024, formatted in Inline Extensible Business Reporting Language (“iXBRL”): (i) the Condensed Consolidated Balance Sheets as of November 2, 2024, February 3, 2024, and October 28, 2023, (ii) the Condensed Consolidated Statements of Earnings for the three and nine months ended November 2, 2024, and October 28, 2023, (iii) the Condensed Consolidated Statements of Comprehensive Income for the three and nine months ended November 2, 2024, and October 28, 2023, (iv) the Condensed Consolidated Statements of Cash Flows for the nine months ended November 2, 2024, and October 28, 2023, (v) the Condensed Consolidated Statements of Changes in Shareholders’ Equity for the three and nine months ended November 2, 2024, and October 28, 2023, and (vi) the Notes to Condensed Consolidated Financial Statements.
104	The cover page from our Quarterly Report on Form 10-Q for the third quarter of fiscal 2025, filed with the SEC on December 6, 2024, formatted in iXBRL (included as Exhibit 101).

- (1) The certifications in Exhibit 32.1 and Exhibit 32.2 to this Quarterly Report on Form 10-Q shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to liability of that section and shall not be incorporated by reference into any filing or other document pursuant to the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing or document.

Pursuant to Item 601(b)(4)(iii) of Regulation S-K under the Securities Act of 1933, as amended, the registrant has not filed as exhibits to this Quarterly Report on Form 10-Q certain instruments with respect to long-term debt under which the amount of securities authorized does not exceed 10% of the total assets of the registrant. The registrant hereby agrees to furnish copies of all such instruments to the SEC upon request.

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 thereunto duly authorized.

BEST BUY CO., INC.
(Registrant)

Date: December 6, 2024

By: /s/ CORIE BARRY
Corie Barry
Chief Executive Officer

Date: December 6, 2024

By: /s/ MATTHEW BILUNAS
Matthew Bilunas
Senior Executive Vice President of Enterprise Strategy and Chief Financial Officer

Date: December 6, 2024

By: /s/ MATHEW R. WATSON
Mathew R. Watson
Senior Vice President, Finance – Controller and Chief Accounting Officer