

BARNES & NOBLE INC
Form SC 13G/A
January 29, 2014

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. 3)

Barnes & Noble, Inc.

(Name of Issuer)

Common Stock
(Title of Class of Securities)

067774109
(CUSIP Number)

December 31, 2013
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☐ Rule 13d-1(b)
- ☒ Rule 13d-1(c)
- ☐ Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 067774109

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

1
Daniel R. Tisch

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a)
o
(b)
o

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4 United States

SOLE VOTING POWER

NUMBER OF 5 5,030,400

SHARES

BENEFICIALLY 6 SHARED VOTING POWER

OWNED BY

EACH

REPORTING

PERSON

WITH

SOLE DISPOSITIVE POWER

7
5,030,400

SHARED DISPOSITIVE POWER

8

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 5,030,400

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10 (See Instructions)

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11 8.4%

TYPE OF REPORTING PERSON (See Instructions)

12 IN

Item 1(a) Name of Issuer:

Barnes & Noble, Inc. (the "Issuer")

Item 1(b) Address of Issuer's Principal Executive Offices:

122 Fifth Avenue
New York, NY 10011

Item 2(a) Name of Person Filing:

Daniel R. Tisch

Item 2(b) Address of Principal Business Office or, if none, Residence:

500 Park Avenue
New York, N.Y. 10022

Item 2(c) Citizenship:

United States

Item 2(d) Title of Class of Securities:

Common Stock

Item 2(e) CUSIP Number:

067774109

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or (c), check whether the person filing is a: N/A

(a) o Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b) o Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c) o Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

(d) o Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

(e) o An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);

(f) o An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);

(g) o A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);

(h) o A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i) o A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a 3);

(j) o A group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

As of December 31, 2013, Daniel R. Tisch had sole voting power and sole investment power with respect to 5,030,400 shares of Common Stock of the Issuer, including 2,000,000 shares registered in the name of TowerView LLC, 500 Park Avenue, New York, N.Y. 10022, and 293,098 shares registered in the name of DT Four Partners, LLC, 655 Madison Avenue, 11th Floor, New York, N.Y. 10065, , and 1,706,902 shares registered in the name of DT Four Partners II, LLC, 655 Madison Avenue, 11th Floor, New York, N.Y. 10065, or 8.4% of the 59,874,505 shares of Common Stock that were reported as outstanding by the Issuer as of November 30, 2013. TowerView LLC and DT Four Partners, LLC are Delaware limited liability companies the sole manager of which is Daniel R. Tisch.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following o. N/A

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

N/A

Item Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the
7. Parent Holding Company or Control Person.

N/A

Item 8. Identification and Classification of Members of the Group.

N/A

Item 9. Notice of Dissolution of Group.

N/A

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I hereby certify that the information set forth in this statement is true, complete and correct.

January 29, 2014

/s/ Daniel R. Tisch

Daniel R. Tisch

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