

BARNES & NOBLE INC  
Form SC 13D/A  
March 14, 2008  
CUSIP No. 067774109

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

**SCHEDULE 13D**

**(Rule 13d-101)**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 240.13d-1(a) AND**

**AMENDMENTS THERETO FILED PURSUANT TO § 240.13d-2(a)**

**(Amendment No. 9)\***

Barnes & Noble, Inc.

(Name of Issuer)

Common Stock, \$.001 par value

(Title of Class of Securities)

067774109

(CUSIP Number)

Leonard Riggio

c/o Barnes & Noble, Inc.

122 Fifth Avenue

New York, NY 10011

(212) 633-3300

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

March 13, 2008

(Date of Event which Requires Filing of this Statement)

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If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box: o.

*Note.* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* § 240.13d-7 for other parties to whom copies are to be sent.

\* 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 "Exchange Act") or otherwise subject to the liabilities of that section of the Exchange Act but shall be subject to all other provisions of the Exchange Act (however, *see* the *Notes*).

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NAMES OF REPORTING PERSONS	
<b>1</b>	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)
<b>2</b>	Leonard Riggio CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
	(a) <input type="radio"/> (b) <input type="radio"/>
<b>3</b>	SEC USE ONLY
<b>4</b>	SOURCE OF FUNDS*
<b>5</b>	PF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
	<input type="radio"/>
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION
	United States of America
NUMBER OF	SOLE VOTING POWER
<b>7</b>	
SHARES	10,443,328
	SHARED VOTING POWER
BENEFICIALLY	<b>8</b>
	7,353,636
OWNED BY	SOLE DISPOSITIVE POWER
EACH	<b>9</b>
	10,418,845
REPORTING	SHARED DISPOSITIVE POWER
<b>10</b>	
PERSON WITH	7,353,636
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	18,509,437
<b>12</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
	<input type="radio"/>
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	30.1%
<b>14</b>	TYPE OF REPORTING PERSON*
	IN

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NAMES OF REPORTING PERSONS					
<b>1</b>	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)				
<b>2</b>	Barnes & Noble College Booksellers, Inc. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* <table border="0" style="margin-left: 400px;"> <tr> <td>(a)</td> <td><input type="radio"/></td> </tr> <tr> <td>(b)</td> <td><input type="radio"/></td> </tr> </table>	(a)	<input type="radio"/>	(b)	<input type="radio"/>
(a)	<input type="radio"/>				
(b)	<input type="radio"/>				
<b>3</b>	SEC USE ONLY				
<b>4</b>	SOURCE OF FUNDS*				
<b>5</b>	WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <table border="0" style="margin-left: 400px;"> <tr> <td><input type="radio"/></td> </tr> </table>	<input type="radio"/>			
<input type="radio"/>					
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  New York				
NUMBER OF	SOLE VOTING POWER				
<b>7</b>					
SHARES	5,147,934				
BENEFICIALLY	SHARED VOTING POWER				
<b>8</b>					
OWNED BY	-0-				
EACH	SOLE DISPOSITIVE POWER				
<b>9</b>					
REPORTING	5,147,934				
<b>10</b>	SHARED DISPOSITIVE POWER				
PERSON WITH	-0-				
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
<b>12</b>	5,147,934 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <table border="0" style="margin-left: 400px;"> <tr> <td><input type="radio"/></td> </tr> </table>	<input type="radio"/>			
<input type="radio"/>					
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  8.5%				
<b>14</b>	TYPE OF REPORTING PERSON*  CO				

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This Amendment No. 9 to Schedule 13D ( Amendment No. 9 ) is being filed by Leonard Riggio and Barnes & Noble College Booksellers, Inc., a New York corporation owned by Mr. Riggio and his wife, Louise Riggio, ( B&N College , and together with Mr. Riggio, the Reporting Persons ), to amend and supplement the Items specified below in the Reporting Persons Schedule 13D with respect to the common stock, \$.001 par value (the Common Stock ), of Barnes & Noble, Inc., a Delaware corporation (the Company ), as such Schedule 13D has previously been amended and supplemented.

**Item 5. Interest in Securities of the Issuer.**

(a) and (b) As of March 14, 2008, Mr. Riggio is the beneficial owner of 18,509,437 shares, or 30.1%, of the Common Stock, 24,483 of which are restricted shares and 990,740 of which are issuable upon the exercise of stock options which are exercisable within 60 days after the date of this Amendment No. 9. Mr. Riggio is the direct beneficial owner of 11,407,530 shares of Common Stock, including the aforementioned restricted shares and the shares issuable upon the exercise of the aforementioned stock options. Mr. Riggio has the sole power to vote and dispose of all of such directly owned shares, except for (i) 964,202 of the shares issuable upon the exercise of stock options which he holds for the benefit of his brother Stephen Riggio pursuant to an agreement between them dated July 24, 2002, with Mr. Riggio and his brother Stephen sharing voting and dispositive power with respect to such shares, and (ii) Mr. Riggio has no power to dispose of the 24,483 restricted shares until such time as they vest. Mr. Riggio is the indirect beneficial owner of the 5,147,934 shares of Common Stock owned by B&N College and, together with his wife, has the power to direct the vote and disposition of the shares owned by B&N College. Mr. Riggio is the indirect beneficial owner of 1,241,500 shares of Common Stock as a co-trustee of The Riggio Foundation, a charitable trust. Mr. Riggio shares the power to vote and dispose of such shares with his wife, who is the other co-trustee of The Riggio Foundation. An additional 712,473 shares of Common Stock are held in a rabbi trust established by the Company for the benefit of Mr. Riggio pursuant to a deferred compensation arrangement. Under the arrangement, Mr. Riggio is entitled to those shares within 30 days following the earliest of: (i) his death; (ii) a sale of all or substantially all of the assets of the Company; or (iii) a sale of a controlling interest in the Company (defined as 40% or more of the outstanding Common Stock). Mr. Riggio has no voting or dispositive control over the shares in the rabbi trust.

(c) On March 10, 2008, B&N College purchased 140,000 shares in five separate transactions at per share prices ranging from \$27.2258 to \$27.5142, resulting in a weighted average purchase price per share of \$27.3513. On March 11, 2008, B&N College purchased 140,000 shares in seven separate transactions at per share prices ranging from \$26.9687 to \$27.7913, resulting in a weighted average purchase price per share of \$27.3986. On March 12, 2008, B&N College purchased 140,000 shares in seven separate transactions at per share prices ranging from \$27.254 to \$27.8144, resulting in a weighted average purchase price per share of \$27.5746. On March 13, 2008, B&N College purchased 140,000 shares in seven separate transactions at per share prices ranging from \$26.9597 to \$28.6461, resulting in a weighted average purchase price per share of \$28.0422. On March 14, 2008, B&N College purchased 140,000 shares in four separate transactions at per share prices ranging from \$27.8805 to \$28.0925, resulting in a weighted average purchase price per share of \$28.0007. All of the foregoing purchases were open market transactions in accordance with Rule 10b-18 of the Act.

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**SIGNATURE**

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

Dated: March 14, 2008

/s/ Joseph J. Lombardi  
Joseph J. Lombardi, Attorney-in-Fact for Leonard Riggio

BARNES & NOBLE COLLEGE BOOKSELLERS, INC.

By: /s/ Barry Brover  
Name: Barry Brover  
Title: Vice President, Finance