

BARNES & NOBLE INC
 Form 3
 February 05, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â ABRAMS CAPITAL MANAGEMENT, L.P.			(Month/Day/Year)	BARNES & NOBLE INC [BKS]	
(Last)	(First)	(Middle)		4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
222 BERKELEY STREET, 21ST FLOOR				(Check all applicable)	
(Street)				<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
BOSTON,Â MAÂ 02116				<input type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)		(give title below)	(specify below)
					6. Individual or Joint/Group Filing(Check Applicable Line)
					<input type="checkbox"/> Form filed by One Reporting Person
					<input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	8,667,906	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ABRAMS CAPITAL MANAGEMENT, L.P. 222 BERKELEY STREET, 21ST FLOOR BOSTON, MA 02116	^	^ X	^	^
ABRAMS CAPITAL MANAGEMENT, LLC 222 BERKELEY STREET, 21ST FLOOR BOSTON, MA 02116	^	^ X	^	^
ABRAMS CAPITAL, LLC 222 BERKELEY STREET, 21ST FLOOR BOSTON, MA 02116	^	^ X	^	^
Abrams David C 222 BERKELEY STREET, 21ST FLOOR BOSTON, MA 02116	^	^ X	^	^
Abrams Capital Partners II, L.P. 222 BERKELEY STREET, 21ST FLOOR BOSTON, MA 02116	^	^ X	^	^

Signatures

/s/ Abrams Capital Management, L.P., by Abrams Capital Management, LLC, its General Partner, by David C. Abrams, Managing Member	02/05/2016
__Signature of Reporting Person	Date
/s/ Abrams Capital Management, LLC, by David C. Abrams, Managing Member	02/05/2016
__Signature of Reporting Person	Date
/s/ Abrams Capital, LLC, by David C. Abrams, Managing Member	02/05/2016
__Signature of Reporting Person	Date
/s/ David C. Abrams	02/05/2016
__Signature of Reporting Person	Date
/s/ Abrams Capital Partners II, L.P., by Abrams Capital, LLC, its General Partner, by David C. Abrams, Managing Member	02/05/2016
__Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares reported herein as beneficially owned by Abrams Capital, LLC ("Abrams Capital") represent shares held for the account of private investment funds, including Abrams Capital Partners II, L.P. ("ACP II"), for which Abrams Capital serves as general partner. Shares reported herein for Abrams Capital Management, L.P. (the "LP") and Abrams Capital Management, LLC (the "LLC") represent the

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above-referenced shares beneficially owned by Abrams Capital and shares beneficially owned by another private investment fund for which the LP serves as investment manager. The LLC is the general partner of the LP. Shares reported herein for Mr. Abrams represent the above referenced shares reported for Abrams Capital and the LLC. Mr. Abrams is the managing member of Abrams Capital and the LLC.

- (2) Each Reporting Person disclaims beneficial ownership of the reported shares except to the extent of its or his pecuniary interest therein, and the inclusion of such securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose.

- (3) As of the time certain of the Reporting Persons may be deemed to have first beneficially owned at least 10% of the outstanding shares of Common Stock on February 3, 2016, 6,985,100 shares were held for the account of ACP II, Abrams Capital may be deemed to have beneficially owned 8,204,201 of the shares reported herein, and Mr. Abrams, the LP and the LLC may be deemed to have beneficially owned all of such shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.