

BURKLE RONALD W  
Form DFAN14A  
August 13, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A**

(Rule 14a-101)

**INFORMATION REQUIRED IN PROXY STATEMENT**

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the**

**Securities Exchange Act of 1934**

(Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only** (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under §240.14a-12

**BARNES & NOBLE, INC.**

(Name of Registrant as Specified in Its Charter)

**YUCAIPA AMERICAN ALLIANCE FUND II, L.P.**

**YUCAIPA AMERICAN ALLIANCE (PARALLEL) FUND II, L.P.**

**YUCAIPA AMERICAN ALLIANCE FUND II, LLC**

**YUCAIPA AMERICAN FUNDS, LLC**

**YUCAIPA AMERICAN MANAGEMENT, LLC**

**THE YUCAIPA COMPANIES LLC**

**RONALD W. BURKLE**

**STEPHEN F. BOLLENBACH**

**MICHAEL S. MCQUARY**

**ROBERT P. BIRMINGHAM**

(Name of Person(s) Filing Proxy Statement, if Other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which the transaction applies:

(2) Aggregate number of securities to which the transaction applies:

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(3) Per unit price or other underlying value of the transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of the transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

On August 12, 2010, The Yucaipa Companies issued the following press release:

### **YUCAIPA COMMENTS ON DELAWARE LITIGATION DECISION**

**Los Angeles, California (August 12, 2010)** - The Yucaipa Companies today announced it is disappointed in the Delaware Court of Chancery's decision in its lawsuit challenging the Barnes & Noble, Inc. (NYSE: BKS) Poison Pill. Yucaipa believes that the fundamental stockholder right to vote or organize collectively to vote their shares, consistent with Federal Law, should not be unilaterally restricted by the Barnes & Noble's board. Yucaipa continues to believe that the Poison Pill restrictions are particularly egregious because, in the words of its author, the Poison Pill was designed to freeze the situation so nobody outside of Len Riggio could own more than 20% of the company's shares. Yucaipa believes no legitimate corporate purpose is served by treating the Riggios more favorably than other Stockholders.

In addition, Yucaipa believes the Poison Pill provisions prohibiting even non-binding agreements between stockholders in connection with electing new directors to Barnes & Noble's board, while permitting the Riggios and the incumbent board to use the company's resources to re-elect themselves, creates an uneven playing field as to the most fundamental right of stockholders to change the directors of their company.

Yucaipa is reviewing all of its options, but for now has decided to take its message directly to Barnes & Noble stockholders at the Company's upcoming 2010 Annual Meeting.

This press release is not a solicitation of proxies for the 2010 Annual Meeting, and stockholders are not being asked to provide proxies to Yucaipa at this time. Any solicitation of proxies will only be pursuant to a proxy statement and other proxy materials to be filed with the Securities and Exchange Commission at a later date.

Information regarding the direct and indirect interests of Yucaipa and each other participant in any such solicitation of proxies by Yucaipa will be included in Yucaipa's proxy materials filed with the SEC. Barnes & Noble stockholders should read Yucaipa's proxy statement and other proxy materials as they are filed because they contain important information. Additional information regarding Yucaipa's investment in Barnes & Noble also is contained in Yucaipa's Schedule 13D and Form 4 filings filed with the SEC. Yucaipa's proxy materials and other SEC filings may be accessed without charge at the SEC's website at [www.sec.gov](http://www.sec.gov).

**About The Yucaipa Companies**

The Yucaipa Companies is a premier investment firm that has established a record of fostering economic value through the growth and responsible development of companies. Since its founding in 1986, the firm has completed mergers and acquisitions valued at more than \$30 billion. As an investor, Yucaipa works with management to strategically reposition businesses and implement operational improvements, resulting in value creation for investors.

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