

BARNES & NOBLE INC
Form SC 13D/A
August 20, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 14)

Barnes & Noble, Inc.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(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

with a copy to:

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Paul Scrivano, Esq.

O Melveny & Myers LLP

Times Square Tower

7 Times Square

New York, NY 10036

Telephone: (212) 326-2000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

August 20, 2013

(Date of Event Which Requires Filing of this Statement)

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 " .

SCHEDULE 13D

CUSIP No. 067774109

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1 NAME OF REPORTING PERSONS

S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

2 Leonard Riggio
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 PF
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR
2(e) "

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 10,970,283
OWNED BY 8 SHARED VOTING POWER

EACH

REPORTING 6,149,376
PERSON 9 SOLE DISPOSITIVE POWER

WITH

10,969,559
10 SHARED DISPOSITIVE POWER

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6,149,376

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

17,832,132

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

29.9%

14 TYPE OF REPORTING PERSON

IN

SCHEDULE 13D

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1 NAME OF REPORTING PERSONS

S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

2 LRBKS Holdings, Inc.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR
2(e) "

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

SHARES 0

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY

EACH 4,800,876
9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

WITH 10 SHARED DISPOSITIVE POWER

4,800,876

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,800,876

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

8.0%

14 TYPE OF REPORTING PERSON

CO

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Item 1. Security and Issuer

This Amendment No. 14 to Schedule 13D (Amendment No. 14) is being filed by Leonard Riggio and LRBKS Holdings, Inc., a Delaware corporation owned by Mr. Riggio and his wife, Louise Riggio (LRBKS), and together with Mr. Riggio, the Reporting Persons), to amend the Items specified below in the Reporting Persons Schedule 13D with respect to the common stock, \$.001 par value (Common Stock), of Barnes & Noble, Inc., a Delaware corporation (the Company), as such Schedule 13D has previously been amended and supplemented.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 is amended and supplemented as follows:

The matters set forth in Item 4 of this Amendment No. 14 are incorporated in this Item 3 by reference as if fully set forth herein.

Item 4. Purpose of the Transaction

The disclosure in Item 4 is hereby amended and supplemented to add the following at the end thereof:

Mr. Riggio has advised the Board of Directors of the Company that he has suspended his efforts to make an offer for the Company's retail business. Mr. Riggio cleared the way for such an offer when he filed Amendment No. 13 to his Schedule 13D filing with the Securities and Exchange Commission on February 25, 2013.

In connection with the foregoing, Mr. Riggio said, "While I reserve the right to pursue an offer in the future, I believe it is in the company's best interests to focus on the business at hand. Right now our priority should be to serve the more than 10 million customers who own NOOK devices, to concentrate on building our Retail business, and to accelerate the sale of NOOK products in our stores, and in the marketplace."

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 6 is amended and supplemented as follows:

The matters set forth in Item 4 of this Amendment No. 14 are incorporated in this Item 6 by reference as if fully set forth herein.

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SIGNATURES

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

Dated: August 20, 2013

/s/ Leonard Riggio

Leonard Riggio

LRBKS HOLDINGS, INC.

By: /s/ Leonard Riggio

Name: Leonard Riggio

Title: President and Director