

BARNES & NOBLE INC

Form 4

February 05, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *

ABRAMS CAPITAL
MANAGEMENT, L.P.

(Last) (First) (Middle)

222 BERKELEY STREET, 21ST
FLOOR,

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading

Symbol

BARNES & NOBLE INC [BKS]

3. Date of Earliest Transaction

(Month/Day/Year)

02/03/2016

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)

____ Form filed by One Reporting Person
____X____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	02/03/2016		P		372,063	A \$ 7.4734 (1)	9,039,969	I	See Footnotes (4) (5) (6)
Common Stock	02/04/2016		P		890,914	A \$ 8.1172 (2)	9,930,883	I	See Footnotes (4) (5) (7)
Common Stock	02/05/2016		P		431,526	A \$ 8.2218 (3)	10,362,409	I	See Footnotes (4) (5) (8)

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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, the 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 4(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) Represents the weighted average purchase price of shares purchased in a series of open market transactions on the transaction date at prices ranging from \$7.4534 to \$7.5341 per share. The Reporting Persons undertake to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each price.
- (2) Represents the weighted average purchase price of shares purchased in a series of open market transactions on the transaction date at prices ranging from \$8.0988 to \$8.2478 per share. The Reporting Persons undertake to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each price.
- (3) Represents the weighted average purchase price of shares purchased in a series of open market transactions on the transaction date at prices ranging from \$8.1844 to \$8.2850 per share. The Reporting Persons undertake to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each price.
- (4) 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 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.
- (5) 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.
- (6) Of the shares purchased on February 3, 2016 reported herein, 300,189 shares are held for the account of ACP II, 352,449 shares may be deemed beneficially owned by Abrams Capital and all of such shares may be deemed beneficially owned by Mr. Abrams, the LP and the LLC.
- (7) Of the shares purchased on February 4, 2016, 718,808 shares are held for the account of ACP II, 843,946 shares may be deemed beneficially owned by Abrams Capital and all of such shares may be deemed beneficially owned by Mr. Abrams, the LP and the LLC.
- (8) Of the shares purchased on February 5, 2016, 348,164 shares are held for the account of ACP II, 408,777 shares may be deemed beneficially owned by Abrams Capital and all of such shares may be deemed beneficially owned by Mr. Abrams, the LP and the LLC. As of February 5, 2016, 8,352,261 of the shares reported herein are held for the account of ACPII, Abrams Capital may be deemed to beneficially own 9,809,373 of the shares reported herein, and Mr. Abrams, the LP and the LLC may be deemed to beneficially own all of such shares.

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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