

BARNES & NOBLE INC
Form SC 13G/A
February 05, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

Barnes & Noble, Inc.
(Name of Issuer)

Common Stock, par value \$0.001 per share
(Title of Class of Securities)

067774109
(CUSIP Number)

December 31, 2015
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*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 the disclosures provided in a prior cover page.

The information required in 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 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Except as otherwise provided herein, beneficial ownership information contained herein is given as of the date listed above.

NAME OF REPORTING PERSONS

- Abrams Capital Partners II, L.P.
- 1 Abrams Capital, LLC
- Abrams Capital Management, LLC
- Abrams Capital Management, L.P.
- David Abrams

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

- 2 (a)
- (b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

- Abrams Capital Partners II, L.P. – Delaware
- 4 Abrams Capital, LLC – Delaware
- Abrams Capital Management, LLC – Delaware
- Abrams Capital Management, L.P. – Delaware
- David Abrams – United States

SOLE VOTING POWER

- Abrams Capital Partners II, L.P. – 0 shares
- 5 Abrams Capital, LLC – 0 shares
- Abrams Capital Management, LLC – 0 shares
- Abrams Capital Management, L.P. – 0 shares
- David Abrams – 0 shares

SHARED VOTING POWER

- Abrams Capital Partners II, L.P. – 5,977,274 shares (7,285,289 shares as of February 3, 2016) (8,004,097 shares as of February 4, 2016)
- Abrams Capital, LLC – 7,020,921 shares (8,556,650 shares as of February 3, 2016) (9,400,596 shares as of February 4, 2016)
- 6 Abrams Capital Management, LLC – 7,418,774 shares (9,039,969 shares as of February 3, 2016) (9,930,883 shares as of February 4, 2016)
- Abrams Capital Management, L.P. – 7,418,774 shares (9,039,969 shares as of February 3, 2016) (9,930,883 shares as of February 4, 2016)
- David Abrams – 7,418,774 shares (9,039,969 shares as of February 3, 2016) (9,930,883 shares as of February 4, 2016)

**NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH**

Refer to Item 4 below.

- 7 **SOLE DISPOSITIVE POWER**

Abrams Capital Partners II, L.P. – 0 shares
Abrams Capital, LLC– 0 shares
Abrams Capital Management, LLC – 0 shares
Abrams Capital Management, L.P. – 0 shares
David Abrams– 0 shares

SHARED DISPOSITIVE POWER

Abrams Capital Partners II, L.P. – 5,977,274 shares (7,285,289 shares as of February 3, 2016)
(8,004,097 shares as of February 4, 2016)
Abrams Capital, LLC– 7,020,921 shares (8,556,650 shares as of February 3, 2016) (9,400,596
shares as of February 4, 2016)
8 Abrams Capital Management, LLC–7,418,774 shares (9,039,969 shares as of February 3, 2016)
(9,930,883 shares as of February 4, 2016)
Abrams Capital Management, L.P. – 7,418,774 shares (9,039,969 shares as of February 3,
2016) (9,930,883 shares as of February 4, 2016)
David Abrams – 7,418,774 shares (9,039,969 shares as of February 3, 2016) (9,930,883 shares
as of February 4, 2016)

Refer to Item 4 below.

9 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

Abrams Capital
Partners II, L.P. –
5,977,274 shares
(7,285,289 shares as
of February 3, 2016)
(8,004,097 shares as
of February 4, 2016)
Abrams Capital, LLC–
7,020,921 shares
(8,556,650 shares as
of February 3, 2016)
(9,400,596 shares as
of February 4, 2016)
Abrams Capital
Management,
LLC–7,418,774 shares
(9,039,969 shares as
of February 3, 2016)
(9,930,883 shares as
of February 4, 2016)
Abrams Capital
Management, L.P. –

7,418,774 shares
(9,039,969 shares as
of February 3, 2016)
(9,930,883 shares as
of February 4, 2016)
David Abrams –
7,418,774 shares
(9,039,969 shares as
of February 3, 2016)
(9,930,883 shares as
of February 4, 2016)

Refer to Item 4 below.

CHECK
IF
THE
AGGREGATE
AMOUNT

10 IN o
ROW

(9)
EXCLUDES
CERTAIN
SHARES

11 PERCENT OF
CLASS
REPRESENTED BY
AMOUNT IN ROW
(9)

Abrams Capital
Partners II, L.P. –
7.82% (9.53% as of
February 3, 2016)
(10.47% as of
February 4, 2016)
Abrams Capital, LLC –
9.18% (11.19% as of
February 3, 2016)
(12.29% as of
February 4, 2016)
Abrams Capital
Management, LLC –
9.70% (11.82% as of
February 3, 2016)
(12.99% as of
February 4, 2016)
Abrams Capital
Management, L.P. –

9.70% (11.82% as of
February 3, 2016)
(12.99% as of
February 4, 2016)
David Abrams – 9.70%
(11.82% as of
February 3, 2016)
(12.99% as of
February 4, 2016)

Refer to Item 4 below.

TYPE OF
REPORTING
PERSON

Abrams Capital
Partners II, L.P. – OO
(Limited Partnership)
Abrams Capital, LLC –
OO (Limited Liability

12 Company)

Abrams Capital
Management, LLC –
OO (Limited Liability
Company)

Abrams Capital
Management, L.P. –
OO (Limited
Partnership)

David Abrams – IN

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Item 1. (a) Name of Issuer

Barnes & Noble, Inc.

(b) Address of Issuer's Principal Executive Offices

122 Fifth Avenue, New York, NY 10011

Item 2. (a) Name of Person Filing

Abrams Capital Partners II, L.P.

Abrams Capital, LLC

Abrams Capital Management, LLC

Abrams Capital Management, L.P.

David Abrams

(b) Address of Principal Business Office, or, if none, Residence

Abrams Capital Partners II, L.P.

Abrams Capital, LLC

Abrams Capital Management, LLC

Abrams Capital Management, L.P.

David Abrams

c/o Abrams Capital Management, L.P.

222 Berkeley Street, 21st Floor

Boston, MA 02116

(c) Citizenship

Abrams Capital Partners II, L.P. - Delaware

Abrams Capital, LLC- Delaware

Abrams Capital Management, LLC - Delaware

Abrams Capital Management, L.P. - Delaware

David Abrams - United States

(d) Title of Class of Securities

Common Stock, par value \$0.001 per share

(d) CUSIP No.:

067774109

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) " Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) " Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) " Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) " Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) oAn investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) " An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) " A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) " A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) " A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) " A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
- (k) " A group, in accordance with §240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution: _____

If filing as a non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

Item 4. Ownership**

The percentages reported herein are calculated based upon the statement in the Issuer's Quarterly Report on the Form 10-Q, as filed with the SEC on December 4, 2015, that there were 76,469,214 outstanding shares of voting Common Stock of the Issuer as of November 30, 2015.

(a) Amount beneficially owned

Abrams Capital Partners II, L.P. – 5,977,274 shares (7,285,289 shares as of February 3, 2016) (8,004,097 shares as of February 4, 2016)
Abrams Capital, LLC – 7,020,921 shares (8,556,650 shares as of February 3, 2016) (9,400,596 shares as of February 4, 2016)
Abrams Capital Management, LLC – 7,418,774 shares (9,039,969 shares as of February 3, 2016) (9,930,883 shares as of February 4, 2016)
Abrams Capital Management, L.P. – 7,418,774 shares (9,039,969 shares as of February 3, 2016) (9,930,883 shares as of February 4, 2016)
David Abrams – 7,418,774 shares (9,039,969 shares as of February 3, 2016) (9,930,883 shares as of February 4, 2016)

(b) Percent of class

Abrams Capital Partners II, L.P. – 7.82% (9.53% as of February 3, 2016) (10.47% as of February 4, 2016)
Abrams Capital, LLC – 9.18% (11.19% as of February 3, 2016) (12.29% as of February 4, 2016)
Abrams Capital Management, LLC – 9.70% (11.82% as of February 3, 2016) (12.99% as of February 4, 2016)
Abrams Capital Management, L.P. – 9.70% (11.82% as of February 3, 2016) (12.99% as of February 4, 2016)
David Abrams – 9.70% (11.82% as of February 3, 2016) (12.99% as of February 4, 2016)

(c) Number of shares as to which the person has voting and dispositive power:

(i) Sole power to vote or to direct the vote

Abrams Capital Partners II, L.P. – 0 shares
Abrams Capital, LLC – 0 shares
Abrams Capital Management, LLC – 0 shares
Abrams Capital Management, L.P. – 0 shares
David Abrams – 0 shares

(ii) Shared power to vote or to direct the vote

Abrams Capital Partners II, L.P. – 5,977,274 shares (7,285,289 shares as of February 3, 2016) (8,004,097 shares as of February 4, 2016)

Abrams Capital, LLC– 7,020,921 shares (8,556,650 shares as of February 3, 2016) (9,400,596 shares as of February 4, 2016)

Abrams Capital Management, LLC–7,418,774 shares (9,039,969 shares as of February 3, 2016) (9,930,883 shares as of February 4, 2016)

Abrams Capital Management, L.P. – 7,418,774 shares (9,039,969 shares as of February 3, 2016) (9,930,883 shares as of February 4, 2016)

David Abrams – 7,418,774 shares (9,039,969 shares as of February 3, 2016) (9,930,883 shares as of February 4, 2016)

(iii) Sole power to dispose or to direct the disposition of

Abrams Capital Partners II, L.P.–0 shares

Abrams Capital, LLC–0 shares

Abrams Capital Management, LLC –0 shares

Abrams Capital Management, L.P. – 0 shares

David Abrams – 0 shares

(iv) Shared power to dispose or to direct the disposition of

Abrams Capital Partners II, L.P. – 5,977,274 shares (7,285,289 shares as of February 3, 2016) (8,004,097 shares as of February 4, 2016)

Abrams Capital, LLC– 7,020,921 shares (8,556,650 shares as of February 3, 2016) (9,400,596 shares as of February 4, 2016)

Abrams Capital Management, LLC–7,418,774 shares (9,039,969 shares as of February 3, 2016) (9,930,883 shares as of February 4, 2016)

Abrams Capital Management, L.P. – 7,418,774 shares (9,039,969 shares as of February 3, 2016) (9,930,883 shares as of February 4, 2016)

David Abrams – 7,418,774 shares (9,039,969 shares as of February 3, 2016) (9,930,883 shares as of February 4, 2016)

**Shares reported herein for Abrams Capital Partners II, L.P. ("ACP II") represent shares beneficially owned by ACP II. Shares reported herein for Abrams Capital, LLC ("Abrams Capital") represent shares beneficially owned by ACP II and other private investment funds for which Abrams Capital serves as general partner. Shares reported herein for Abrams Capital Management, L.P. ("Abrams CM LP") and Abrams Capital Management, LLC ("Abrams CM LLC") represent the above-referenced shares beneficially owned by Abrams Capital and shares beneficially owned by another private investment fund for which Abrams CM LP serves as investment manager. Abrams CM LLC is the general partner of Abrams CM LP. Shares reported herein for Mr. Abrams represent the above referenced shares reported for Abrams Capital and Abrams CM LLC. Mr. Abrams is the managing member of Abrams Capital and Abrams CM LLC. Each of the Reporting Persons disclaims beneficial ownership of the shares reported herein except to the extent of its or his pecuniary interest therein.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following [].

Item 6. Ownership of More Than Five Percent on Behalf of Another Person

Not Applicable

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company or Control Person

Not Applicable

Item 8. Identification and Classification of Members of the Group

Not Applicable

Item 9. Notice of Dissolution of Group

Not Applicable

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Exhibits Exhibit

99.1 Joint Filing Agreement by and among the Reporting Persons.

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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.

Date: February 5, 2016

**ABRAMS CAPITAL
PARTNERS II, L.P.**

By: Abrams Capital, LLC
Its General Partner

By: /s/ David Abrams
Name: David Abrams
Title: Managing Member

ABRAMS CAPITAL, LLC

By: /s/ David Abrams
Name: David Abrams
Title: Managing Member

**ABRAMS CAPITAL
MANAGEMENT, LLC**

By: /s/ David Abrams
Name: David Abrams
Title: Managing Member

**ABRAMS CAPITAL
MANAGEMENT, L.P.**

By: Abrams Capital
Management, LLC
Its General Partner

By: /s/ David Abrams
Name: David Abrams
Title: Managing Member

David Abrams

By: /s/ David Abrams
Name: David Abrams
Title: Individually

JOINT FILING AGREEMENT

This Joint Filing Agreement, dated as of February 5, 2016 is by and among Abrams Capital Partners II, L.P., Abrams Capital, LLC, Abrams Capital Management, LLC, Abrams Capital Management, L.P., and David Abrams (collectively, the "Filers"). Each of the Filers may be required to file with the United States Securities and Exchange Commission a statement on Schedule 13G and/or 13D with respect to shares of Common Stock, par value \$0.001 per share, of Barnes & Noble, Inc. beneficially owned by them from time to time. Pursuant to and in accordance with Rule 13(d)(1)(k) promulgated under the Securities Exchange Act of 1934, as amended, the Filers hereby agree to file a single statement on Schedule 13G and/or 13D (and any amendments thereto) on behalf of each of such parties, and hereby further agree to file this Joint Filing Agreement as an exhibit to such statement, as required by such rule. This Joint Filing Agreement may be terminated by any of the Filers upon one week's prior written notice (or such lesser period of notice as the Filers may mutually agree) to the other party. Executed and delivered as of the date first above written.

Date: February 5, 2016

**ABRAMS CAPITAL
PARTNERS II, L.P.**

By: Abrams Capital, LLC
Its General Partner

By: /s/ David Abrams
Name: David Abrams
Title: Managing Member

ABRAMS CAPITAL, LLC

By: /s/ David Abrams
Name: David Abrams
Title: Managing Member

**ABRAMS CAPITAL
MANAGEMENT, LLC**

By: /s/ David Abrams
Name: David Abrams
Title: Managing Member

**ABRAMS CAPITAL
MANAGEMENT, L.P.**

By: Abrams Capital
Management, LLC
Its General Partner

By: /s/ David Abrams
Name: David Abrams
Title: Managing Member

David Abrams

By: /s/ David Abrams
Name: David Abrams
Title: Individually