

BURKLE RONALD W
Form SC 13D/A
November 17, 2009

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

SCHEDULE 13D/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)

Robert P. Bermingham

The Yucaipa Companies LLC

9130 W. Sunset Boulevard

Los Angeles, California 90069

(310) 789-7200

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

November 16, 2009

(Date of Event Which Requires Filing of this Statement)

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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 Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* 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 disclosures provided in a prior cover page.

The information required on 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).

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CUSIP No. 067774109

- 1 Name of Reporting Persons
I.R.S. Identification Nos. of Above Persons (Entities Only)
- Ronald W. Burkle
- 2 Check the Appropriate Box if a Member of a Group*
- (a) x
- (b) o
- 3 SEC Use Only
- 4 Source of Funds*
OO, WC
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
- 6 Citizenship or Place of Organization
United States
- | | | |
|---|----|---|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7 | Sole Voting Power
0 shares |
| | 8 | Shared Voting Power
10,241,213 shares |
| | 9 | Sole Dispositive Power
0 shares |
| | 10 | Shared Dispositive Power
10,241,213 shares |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
10,241,213 shares
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* o
- 13 Percent of Class Represented by Amount in Row (11)
17.8%
14. Type of Reporting Person*
IN

* See Instructions

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CUSIP No. 067774109

- 1 Name of Reporting Persons
I.R.S. Identification Nos. of Above Persons (Entities Only)
- Yucaipa American Management, LLC
- 30-0013506
- 2 Check the Appropriate Box if a Member of a Group*
- (a) x
- (b) o
- 3 SEC Use Only
- 4 Source of Funds*
- OO, WC
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
- 6 Citizenship or Place of Organization
- Delaware
- | | | |
|---|----|---|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7 | Sole Voting Power
0 shares |
| | 8 | Shared Voting Power
10,241,213 shares |
| | 9 | Sole Dispositive Power
0 shares |
| | 10 | Shared Dispositive Power
10,241,213 shares |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
10,241,213 shares
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* o
- 13 Percent of Class Represented by Amount in Row (11)
17.8%
14. Type of Reporting Person*
OO

* See Instructions

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CUSIP No. 067774109

- 1 Name of Reporting Persons
I.R.S. Identification Nos. of Above Persons (Entities Only)
- Yucaipa American Funds, LLC
- 30-0013485
- 2 Check the Appropriate Box if a Member of a Group*
- (a) x
- (b) o
- 3 SEC Use Only
- 4 Source of Funds*
- OO, WC
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
- 6 Citizenship or Place of Organization
- Delaware
- | | | |
|---|----|---|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7 | Sole Voting Power
0 shares |
| | 8 | Shared Voting Power
10,241,213 shares |
| | 9 | Sole Dispositive Power
0 shares |
| | 10 | Shared Dispositive Power
10,241,213 shares |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
10,241,213 shares
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* o
- 13 Percent of Class Represented by Amount in Row (11)
17.8%
14. Type of Reporting Person*
OO

* See Instructions

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CUSIP No. 067774109

- 1 Name of Reporting Persons
I.R.S. Identification Nos. of Above Persons (Entities Only)
- Yucaipa American Alliance Fund II, LLC
- 26-2119718
- 2 Check the Appropriate Box if a Member of a Group*
- (a) x
- (b) o
- 3 SEC Use Only
- 4 Source of Funds*
- OO, WC
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
- 6 Citizenship or Place of Organization
- Delaware
- | | | |
|---|----|---|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7 | Sole Voting Power
0 shares |
| | 8 | Shared Voting Power
10,241,213 shares |
| | 9 | Sole Dispositive Power
0 shares |
| | 10 | Shared Dispositive Power
10,241,213 shares |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
10,241,213 shares
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* o
- 13 Percent of Class Represented by Amount in Row (11)
17.8%
14. Type of Reporting Person*
OO

* See Instructions

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CUSIP No. 067774109

- 1 Name of Reporting Persons
I.R.S. Identification Nos. of Above Persons (Entities Only)
- Yucaipa American Alliance Fund II, L.P.
- 26-2119783
- 2 Check the Appropriate Box if a Member of a Group*
(a) x
(b) o
- 3 SEC Use Only
- 4 Source of Funds*
OO, WC
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
- 6 Citizenship or Place of Organization
Delaware
- | | | |
|---|----|--|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7 | Sole Voting Power
6,173,878 shares |
| | 8 | Shared Voting Power
0 shares |
| | 9 | Sole Dispositive Power
6,173,878 shares |
| | 10 | Shared Dispositive Power
0 shares |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
6,173,878 shares
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* o
- 13 Percent of Class Represented by Amount in Row (11)
10.8%
14. Type of Reporting Person*
PN

* See Instructions

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CUSIP No. 067774109

- 1 Name of Reporting Persons
I.R.S. Identification Nos. of Above Persons (Entities Only)
- Yucaipa American Alliance (Parallel) Fund II, L.P.
- 26-2119907
- 2 Check the Appropriate Box if a Member of a Group*
(a) x
(b) o
- 3 SEC Use Only
- 4 Source of Funds*
OO, WC
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
- 6 Citizenship or Place of Organization
U.S. Citizen
- | | | |
|---|----|--|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7 | Sole Voting Power
4,067,335 shares |
| | 8 | Shared Voting Power
0 shares |
| | 9 | Sole Dispositive Power
4,067,335 shares |
| | 10 | Shared Dispositive Power
0 shares |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
4,067,335 shares
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* o
- 13 Percent of Class Represented by Amount in Row (11)
7.1%
14. Type of Reporting Person*
PN

* See Instructions

CUSIP No. 067774109

This Amendment No. 2 amends and supplements the Schedule 13D filed with the Securities and Exchange Commission (the SEC) on January 2, 2009, as amended by Amendment No. 1 thereto, filed with the SEC on November 13, 2009 (together, this Schedule 13D), by (i) Ronald W. Burkle, an individual, (ii) Yucaipa American Management, LLC, a Delaware limited liability company (Yucaipa American), (iii) Yucaipa American Funds, LLC, a Delaware limited liability company (Yucaipa American Funds), (iv) Yucaipa American Alliance Fund II, LLC, a Delaware limited liability company (YAAF II LLC), (v) Yucaipa American Alliance Fund II, L.P., a Delaware limited partnership (YAAF II Parallel), and (vi) Yucaipa American Alliance (Parallel) Fund II, L.P., a Delaware limited partnership (YAAF II Parallel) and, together with Mr. Burkle, Yucaipa American, Yucaipa American Funds, YAAF II LLC and YAAF II, the Reporting Persons, with respect to the common stock, par value \$0.001 per share (the Common Stock), of Barnes & Noble, Inc., a Delaware corporation (the Company). The filing of any amendment to this Schedule 13D (including the filing of this Amendment No. 2) shall not be construed to be an admission by the Reporting Persons that a material change has occurred in the facts set forth in this Schedule 13D or that such amendment is required under Rule 13d-2 of the Securities Exchange Act of 1934, as amended.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 of this Schedule 13D is hereby amended to include the following information:

The information set forth below in Item 5(c) is hereby incorporated by reference in response to this Item 3.

Item 5. Interest in Securities of the Issuer.

Items 5(a)(i) and 5(a)(ii) of this Schedule 13D are hereby amended and restated as follows:

(a) (i) YAAF II is the direct beneficial owner of 6,173,878 shares of Common Stock, and YAAF II Parallel is the direct beneficial owner of 4,067,335 shares of Common Stock.

(ii) Based upon the 57,429,478 shares of Common Stock outstanding as of October 31, 2009, as reported by the Company in its Transition Report on Form 10-QT for the transition period from February 1, 2009 to May 2, 2009, the number of shares of Common Stock directly beneficially owned by YAAF II and YAAF II Parallel represents approximately 10.8%, and 7.1% of the Common Stock, respectively, and 17.8% of the Common Stock in the aggregate.

Item 5(c) of this Schedule 13D is hereby amended to include the following information:

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(c) The tables below set forth purchases of the shares of the Company's Common Stock by the Reporting Persons during the last 60 days. All of such purchases were effected by YAAF II or YAAF II Parallel, as indicated, in broker transactions on the New York Stock Exchange.

Transactions Effected by YAAF II

Date	Amount of Shares	Approximate Price Per Share (\$) (net of commissions)
November 13, 2009(1)	97,058	\$ 19.9821
November 16, 2009	275,501	\$ 20.4759

(1) Excludes purchases of Common Stock made on November 13, 2009, that were previously reported.

CUSIP No. 067774109

Transactions Effected by YAAF II Parallel

Date	Amount of Shares	Approximate Price Per Share (\$) (net of commissions)
November 13, 2009(2)	63,942	\$ 19.9821
November 16, 2009	181,499	\$ 20.4759

(2) Excludes purchases of Common Stock made on November 13, 2009, that were previously reported.

CUSIP No. 067774109

Signatures

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.

Dated: November 17, 2009

RONALD W. BURKLE

By: /s/ Ronald W. Burkle

YUCAIPA AMERICAN MANAGEMENT, LLC

By: /s/ Ronald W. Burkle
Name: Ronald W. Burkle
Its: Managing Member

YUCAIPA AMERICAN FUNDS, LLC

By: Yucaipa American Management, LLC
Its: Managing Member

By: /s/ Ronald W. Burkle
Name: Ronald W. Burkle
Its: Managing Member

YUCAIPA AMERICAN ALLIANCE FUND II, LLC

By: Yucaipa American Funds, LLC
Its: Managing Member

By: Yucaipa American Management, LLC
Its: Managing Member

By: /s/ Ronald W. Burkle
Name: Ronald W. Burkle
Its: Managing Member

CUSIP No. 067774109

YUCAIPA AMERICAN ALLIANCE FUND II, L.P.

By: Yucaipa American Alliance Fund II, LLC
Its: General Partner

By: Yucaipa American Funds, LLC
Its: Managing Member

By: Yucaipa American Management, LLC
Its: Managing Member

By: /s/ Ronald W. Burkle
Name: Ronald W. Burkle
Its: Managing Member

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

By: Yucaipa American Alliance Fund II, LLC
Its: General Partner

By: Yucaipa American Funds, LLC
Its: Managing Member

By: Yucaipa American Management, LLC
Its: Managing Member

By: /s/ Ronald W. Burkle
Name: Ronald W. Burkle
Its: Managing Member

Exhibit Index

Exhibit No.	Description of Exhibit
99.1	Joint Filing Agreement, dated as of January 2, 2009 (incorporated by reference to Exhibit 99.1 to the Schedule 13D filed by the Reporting Persons with the SEC on January 2, 2009).