

BARNES & NOBLE INC
Form SC 13D/A
December 04, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D/A

**Under the Securities Exchange Act of 1934
(Amendment No. 18)**

Barnes & Noble, Inc.
(Name of Issuer)

Common Stock, par value \$.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:

Bryan Cave LLP
1290 Avenue of the Americas
New York, New York 10104
Attention: Jay M. Dorman
Telephone (212) 541-2018

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

December 1, 2017
(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 Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. "

(Continued on the following pages)

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.

NAMES OF REPORTING PERSONS

1
Leonard Riggio

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ..
(b) ..

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) ..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF 7 SOLE VOTING POWER

SHARES 8,594,491

8 SHARED VOTING POWER

BENEFICIALLY

5,457,641

OWNED BY 9 SOLE DISPOSITIVE POWER

EACH 8,594,491

10 SHARED DISPOSITIVE POWER

REPORTING

PERSON WITH 5,457,641

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

14,052,132

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

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

19.3%

14TYPE OF REPORTING PERSON

IN

2

Introductory Statement

This Amendment No. 18 to Schedule 13D (“Amendment No. 18”) is being filed by Leonard Riggio (the “Reporting Person” or “Mr. Riggio”), to amend the Item specified below in the Reporting Person’s 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 5. Interest in Securities of the Issuer.

Item 5 of the Schedule 13D is amended and supplemented as follows:

(a) and (b) The beneficial ownership percentages used herein are calculated based upon the 72,786,736 shares of Common Stock issued and outstanding as of October 31, 2017, as reported in the Company’s Form 10-Q for the quarterly period ended October 28, 2017, filed with the Securities and Exchange Commission on November 30, 2017. The share amounts used herein are as of December 1, 2017 after giving effect to the purchase reported in (c) below.

Mr. Riggio is the beneficial owner of 14,052,132 shares, or 19.3%, of the Common Stock. Mr. Riggio is the direct beneficial owner of 8,594,491 shares of Common Stock. Mr. Riggio has the sole power to vote and dispose of all of such directly owned shares. Mr. Riggio and his wife, Louise Riggio (“Mrs. Riggio”), are the indirect beneficial owners of 2,316,668 shares of Common Stock owned by LRBKS Holdings, Inc., a Delaware corporation owned by Mr. Riggio and Mrs. Riggio (“LRBKS”) and have the power to direct the vote and disposition of the shares owned by LRBKS. Mr. Riggio and Mrs. Riggio are the indirect beneficial owners of 3,140,973 shares of Common Stock as co-trustees of The Riggio Foundation, a charitable trust.

(c) On December 1, 2017, Mr. Riggio purchased an aggregate of 1,000,000 shares of Common Stock in multiple open market transactions at per share prices ranging from \$6.575 to \$6.95, inclusive, with a weighted average price of \$6.8027 per share.

Except as reported herein, no transactions in the Common Stock were effected by the Reporting Person during the 60 days prior to and including the date of the filing of this Amendment No. 18.

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.

Dated: December 4, 2017

/s/ Leonard Riggio
Leonard Riggio