BARNES & NOBLE INC Form DEFA14A October 13, 2010

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 13, 2010

BARNES & NOBLE, INC.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction

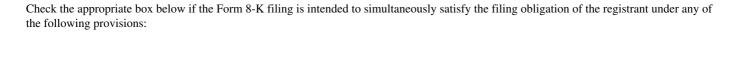
1-12302 (Commission 06-1196501 (IRS Employer

of incorporation) File Number) Identification No.)

122 Fifth Avenue, New York, New York
(Address of principal executive offices)
Registrant s telephone number, including area code: (212) 633-3300

Not Applicable

(Former name or former address, if changed since last report)



- " Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- x Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- " Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- " Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01. Other Events.

On October 13, 2010, Barnes & Noble, Inc. issued a press release relating to its 2010 Annual Meeting of Stockholders. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference into this Item 8.01.

Item 9.01. Financial Statements and Exhibits.

(d) The following exhibit is filed as a part of this report.

Exhibit

No. Description

99.1 Press Release of Barnes & Noble, Inc., dated October 13, 2010.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

BARNES & NOBLE, INC.,

Date: October 13, 2010 By: /s/ Eugene V. DeFelice

Name: Eugene V. DeFelice

Title: Vice President, General Counsel and Corporate Secretary

Exhibit Index

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