

BARNES & NOBLE INC
Form DEFA14A
October 28, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(RULE 14a-101)

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

Barnes & Noble, Inc.

(Name of Registrant as Specified In Its Charter)

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**BARNES & NOBLE COMMENCES MAILING OF PROXY STATEMENT FOR SPECIAL
MEETING OF SHAREHOLDERS**

Seeks Ratification of Shareholder Rights Plan at Special Meeting on November 17

New York, NY (October 28, 2010) Barnes & Noble, Inc. (NYSE: BKS), the world's largest bookseller, today announced that it has filed a definitive proxy statement with the U.S. Securities and Exchange Commission (SEC) in connection with a Special Meeting of Shareholders to be held on November 17, 2010.

As previously announced, the purpose of the special meeting is to seek shareholder ratification of the adoption by the Board of Directors of the Company's Shareholder Rights Plan. Shareholders of record as of the close of business on October 21, 2010 are entitled to vote at the meeting.

The Company will mail the definitive proxy statement to shareholders beginning on or about October 28, 2010. Additionally, the Board of Directors of Barnes & Noble has sent a letter to shareholders recommending that shareholders support the ratification of the Rights Plan by promptly voting the WHITE proxy card.

The text of the letter follows:

October 28, 2010

Dear Shareholder:

We are very pleased that shareholders demonstrated their support for Barnes & Noble's Shareholder Rights Plan at our September 28th Annual Meeting by voting down a proposal to weaken it—but we need your support again for another important vote.

When the Board adopted the Rights Plan last November, we promised to give shareholders the opportunity to vote to ratify the Board's adoption of the Plan within 12 months. That opportunity will come at a special meeting of shareholders on November 17th.

As you may recall, the Rights Plan was adopted after an investor rapidly accumulated nearly 20% of Barnes & Noble stock. A second investor soon thereafter accumulated over 17% of Barnes & Noble stock, at one point giving those two investors as much as 37% of Barnes & Noble's stock in total. We believe that further unchecked accumulation of stock could put shareholders at risk, and we continue to believe the Rights Plan is a critical protection for your investment in Barnes & Noble. The Rights Plan protects investors by limiting a shareholder's ability to acquire more than 20% of Barnes & Noble stock without Board approval—and preventing two or more parties from teaming up to take control of your company without making an offer to pay **all** shareholders full value.

We believe keeping the Rights Plan in place is especially critical because an independent Special Committee of the Board is currently reviewing strategic alternatives to maximize shareholder value. The Special Committee's process is designed to treat all potential bidders for the Company equally. Eliminating the Rights Plan now would allow bidders to circumvent that process and could deny shareholders the opportunity to receive the very premium that the Special Committee is working hard to achieve.

We believe the Special Committee's strategic review is the best way to get you the premium you deserve—and ratifying the Rights Plan will protect the Special Committee process.

The Board recommends that you use the enclosed WHITE proxy card to vote FOR ratification of the Rights Plan. Your vote is important—no matter how many shares you own. Just follow the easy instructions on the enclosed WHITE proxy card to vote by telephone or Internet, or by signing, dating and returning the WHITE proxy card in the postage-paid envelope provided.

We appreciate your continued support.

The Board of Directors of Barnes & Noble

The Shareholder Rights Plan provides important protections for the Special Committee's process by encouraging potential acquirors to approach the Board and negotiate a transaction that is in the best interests of the Company and all of its shareholders. Without the Rights Plan, one or more parties could gain control of Barnes & Noble outside of the Special Committee's strategic review process **without paying a control premium to all shareholders**.

Your Vote Is Important, No Matter How Many Shares You Own.

If you have questions about how to vote your shares on the **WHITE** proxy card,

or need additional assistance, please contact the firm

assisting us in the solicitation of proxies:

INNISFREE M&A INCORPORATED

Shareholders Call Toll-Free: (877) 456-3422

Banks and Brokers Call Collect: (212) 750-5833

www.bn2010specialmeeting.com

Important Information

On October 28, 2010, Barnes & Noble, Inc. (Barnes & Noble) filed with the Securities and Exchange Commission (the SEC) a definitive proxy statement in connection with the special meeting of shareholders scheduled to be held on November 17, 2010 and is mailing the definitive proxy statement to its shareholders. **Security holders are urged to read the definitive proxy statement and any other relevant documents filed with the SEC when they become available, because they contain (or will contain) important information.** Security holders may obtain a free copy of the definitive proxy statement and other documents (when available) that Barnes & Noble files with the SEC at the SEC's website at www.sec.gov, at Barnes & Noble's website at www.barnesandnobleinc.com and from Barnes & Noble by directing a request to Barnes & Noble, Inc., Attention: Investor Relations, 122 Fifth Avenue, New York, New York 10011.

Safe Harbor

This communication contains forward-looking statements. Barnes & Noble is including this statement for the express purpose of availing itself of the protections of the safe harbor provided by the Private Securities Litigation Reform Act of 1995 with respect to all such forward-looking statements. These forward-looking statements are based on currently available information and represent the beliefs of the management of the company. These statements are subject to risks and uncertainties that could cause actual results to differ materially. These risks include, but are not limited to, general economic and market conditions, decreased consumer demand for the company's products, possible disruptions in the company's computer systems, telephone systems or supply chain, possible risks associated with data privacy and information security, possible work stoppages or increases in labor costs, possible increases in shipping rates or interruptions in shipping service, effects of competition, possible disruptions or delays in the opening of new stores or the inability to obtain suitable sites for new stores, higher than anticipated store closing or relocation costs, higher interest rates, the performance of the company's online, digital and other initiatives, the performance and successful integration of acquired businesses, the success of the company's strategic investments, unanticipated increases in merchandise, component or occupancy costs, unanticipated adverse litigation results or effects, the results or effects of any governmental review of the company's stock option practices, product and component shortages, effects of the company's evaluation of strategic alternatives and other factors which may be outside of the company's control. Please refer to the company's annual, quarterly and periodic reports on file with the SEC for a more detailed discussion of these and other risks that could cause results to differ materially. The company assumes no obligation to update or revise any forward-looking statements.

ABOUT BARNES & NOBLE, INC.

Barnes & Noble, Inc. (NYSE: BKS), the world's largest bookseller and a Fortune 500 company, operates 717 bookstores in 50 states. Barnes & Noble College Booksellers, LLC, a wholly-owned subsidiary of Barnes & Noble, also operates 633 college bookstores serving nearly 4 million students and faculty members at colleges and universities across the United States. Barnes & Noble is the nation's top

bookseller brand for the seventh year in a row, as determined by a combination of the brand's performance on familiarity, quality, and purchase intent; the top bookseller in quality for the second year in a row and the number two retailer in trust, according to the EquiTrend® Brand Study by Harris Interactive®. Barnes & Noble conducts its online business through Barnes & Noble.com (www.bn.com), one of the Web's largest e-commerce sites, which also features more than two million titles in its NOOKbook Store (www.bn.com/NOOKbooks). Through Barnes & Noble's NOOK™ eReading product offering, customers can buy and read NOOKbooks on the widest range of platforms, including NOOK eReaders, devices from partner companies, and hundreds of the most popular mobile and computing devices using free NOOK software.

General information on Barnes & Noble, Inc. can be obtained via the Internet by visiting the company's corporate website: www.barnesandnobleinc.com.

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