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BARNESANDNOBLE COM INC
Form SC 13D/A
November 15, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND
AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)
(Amendment No. 1)*

barnesandnoble.com inc.

(Name of Issuer)

CLASS A COMMON STOCK

(Title of Class of Securities)

067846 10 5

(CUSIP Number)

Mr. Leonard Riggio
Barnes & Noble, Inc.
122 Fifth Avenue
New York, NY 10011

with copies to:

Jay M. Dorman, Esq.
Bryan Cave LLP
1290 Avenue of the Americas
New York, NY 10104

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

November 13, 2002

(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: []

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.

(Continued on following pages)
(Page 1 of 5 Pages)

* 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

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1934 (the "Exchange Act") or otherwise subject to the liabilities of that section of the Exchange Act but shall be subject to all other provisions of the Exchange Act (however, see the Notes).

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

Barnes & Noble, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X]
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d) or 2 (e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7	SOLE VOTING POWER
SHARES	59,046,501	

BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY	None	

EACH	9	SOLE DISPOSITIVE POWER
REPORTING	59,046,501	

PERSON	10	SHARED DISPOSITIVE POWER
WITH	None	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

117,469,002

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* []

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

72.1%

14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

B&N.com Holding Corp.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEM 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER
SHARES 59,046,501

BENEFICIALLY 8 SHARED VOTING POWER
OWNED BY None

EACH 9 SOLE DISPOSITIVE POWER
REPORTING 59,046,501

PERSON 10 SHARED DISPOSITIVE POWER
WITH None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

117,469,002

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

[]

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

72.1%

14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

This Amendment No. 1 to Schedule 13D is being filed by Barnes & Noble, Inc. and its wholly owned subsidiary B&N.com Holding Corp., each Delaware corporations (collectively, the "Reporting Persons"), to amend the Schedule 13D filed by the Reporting Persons on November 1, 2002 (the "Schedule 13D"), with respect to beneficial ownership of Class A Common Stock, \$0.001 par value per share (the "Shares"), of barnesandnoble.com inc., a Delaware corporation (the

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"Issuer").

In accordance with Exchange Act Rule 13d-2, this amendment amends and supplements only information that has materially changed since the November 1, 2002 filing of the Schedule 13D. Unless otherwise indicated herein, terms used and defined in the Schedule 13D shall have the same respective meanings herein as are ascribed to such terms in the Schedule 13D.

Item 5. Interest in Securities of the Issuer.

(i) Item 5(a) of the Schedule 13D is hereby amended to replace the third paragraph of Item 5(a) with the following paragraph:

"As of November 14, 2002, the Reporting Persons beneficially owned, within the meaning of Exchange Act Rule 13d-3, 117,469,002 Shares, representing approximately 72.1% of the outstanding Shares of the Issuer. These Shares consisted of the following: (i) 57,500,001 Shares which the Reporting Persons had the right to acquire within 60 days upon conversion of (A) their one share of super voting common stock in the Issuer and (B) their 57,500,000 membership units in bn.com; (ii) 57,500,001 Shares which Bertelsmann had the right to acquire within 60 days upon conversion of (A) its one share of super voting common stock in the Issuer and (B) its 57,500,000 membership units in bn.com; and (iii) an additional 1,546,500 Shares purchased by the Reporting Persons and an additional 922,500 Shares purchased by Bertelsmann since October 2, 2002."

(ii) Item 5(b) of the Schedule 13D is hereby amended to correct Schedule B of the Schedule 13D to restate the number of Shares beneficially owned by Mitchell S. Klipper as of the date of the Schedule 13D from "227,010" to "234,710."

(iii) Item 5(b) of the Schedule 13D is hereby amended to read in its entirety as follows:

"(b) The Reporting Persons have sole power to vote and to dispose of the 58,034,001 Shares they beneficially owned prior to the formation of a group with Bertelsmann on October 22, 2002, as well as the additional 1,012,500 Shares purchased by the Reporting Persons since the formation of the group. The Reporting Persons do not have any power, whether sole or shared, to vote or to dispose of any of the 57,500,001 Shares beneficially owned by Bertelsmann prior to the formation of the group or any of the 922,500 Shares purchased by Bertelsmann since the formation of the group."

(iv) Schedule C of the Schedule 13D is hereby amended to add the following purchases by B&N.com Holding Corp. to the end of Section A of that Schedule C:

Date	Number of Shares Purchased	Price Per Share
November 1, 2002	35,000	\$1.2914
November 4, 2002	34,000	\$1.2810
November 5, 2002	55,000	\$1.2075
November 6, 2002	34,000	\$1.2169
November 7, 2002	34,000	\$1.1971
November 8, 2002	34,000	\$1.1841
November 11, 2002	535,500	\$1.1797
November 12, 2002	35,500	\$1.1304
November 13, 2002	35,500	\$1.2704
November 14, 2002	20,000	\$1.2850

SIGNATURE

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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 15, 2002

BARNES & NOBLE, INC.

By: /s/ Lawrence S. Zilavy

Lawrence S. Zilavy
Chief Financial Officer

B&N.COM HOLDING CORP.

By: /s/ Lawrence S. Zilavy

Lawrence S. Zilavy
Chief Financial Officer

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