

BARNES & NOBLE INC  
Form 8-K  
March 04, 2011

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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): March 4, 2011 (March 3, 2011)

**BARNES & NOBLE, INC.**

(Exact name of registrant as specified in its charter)

Delaware 1-12302 06-1196501  
(State or other jurisdiction of (Commission File Number) (IRS Employer Identification No.)  
incorporation)

122 Fifth Avenue, New York, New York 10011  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (212) 633-3300

Not Applicable  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- 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))

- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 8.01. Other Events.

On March 2, 2011, the Delaware Supreme Court (the “Court”) heard oral arguments in the appeal by Yucaipa American Alliance Fund II, L.P. and Yucaipa American Alliance (Parallel) Fund II, L.P. (collectively, “Yucaipa”) of the Delaware Court of Chancery’s August 12, 2010 decision in the Yucaipa American Alliance Fund II, L.P., et al. v. Leonard Riggio, et al. litigation, which dismissed Yucaipa’s challenge to Barnes & Noble, Inc.’s shareholder rights plan. On March 3, 2011, the day following oral arguments, the Court affirmed by summary order the Court of Chancery’s decision.

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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: March 4, 2011

By: /s/ Eugene V. DeFelice  
Name: Eugene V. DeFelice  
Title: Vice President, General  
Counsel and  
Corporate Secretary