

BARNES & NOBLE INC

Form 3

January 22, 2013

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Liberty Media Corp

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

01/11/2013

3. Issuer Name **and** Ticker or Trading Symbol
BARNES & NOBLE INC [BKS]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing(Check Applicable Line)
____X____ Form filed by One Reporting
Person
____ Form filed by More than One
Reporting Person

12300 LIBERTY BLVD.

(Street)

ENGLEWOOD,Â COÂ 80112

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative
Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)

Date

Exercisable

Expiration Date

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

Amount or
Number of
Shares4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)
(Instr. 5)6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

Series J Preferred Stock	10/28/2011	08/18/2021 ⁽¹⁾	Common Stock	12,000,000	\$ ⁽²⁾	I	Held through wholly owned subsidiary ⁽³⁾
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Liberty Media Corp 12300 LIBERTY BLVD. ENGLEWOOD, CO 80112	Â	Â X	Â	Â

Signatures

Liberty Media Corporation By: /s/ Craig Troyer, Title: Vice President

01/22/2013

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The Series J Preferred Stock is mandatorily redeemable on the tenth anniversary of the original issuance date.
- (2) Each share of Series J Preferred Stock is convertible at any time into 58.8235 shares of common stock, subject to adjustment in accordance with the provisions of the Certificate of Designations of the Series J Preferred Stock and subject to customary antidilution adjustment provisions.
- (3) The shares of Series J Preferred Stock are held directly by Liberty GIC, Inc., which is a wholly owned subsidiary of the Reporting Person.

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Remarks:

OnÂ JanuaryÂ 11,Â 2013,Â theÂ ReportingÂ PersonÂ changedÂ itsÂ nameÂ fromÂ "LibertyÂ Spincor,Â Inc."Â toÂ "Liberty Media Corporation"

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.