

BARNES & NOBLE INC
Form 4
April 20, 2017

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
ABRAMS CAPITAL
MANAGEMENT, L.P.

(Last) (First) (Middle)

222 BERKELEY STREET, 21ST
FLOOR

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BARNES & NOBLE INC [BKS]

3. Date of Earliest Transaction
(Month/Day/Year)
04/18/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	04/18/2017		S	4,500,000 D \$ 8.575	5,918,775	I	See Footnotes (1) (2) (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ABRAMS CAPITAL MANAGEMENT, L.P. 222 BERKELEY STREET, 21ST FLOOR BOSTON, MA 02116		X		
ABRAMS CAPITAL MANAGEMENT, LLC 222 BERKELEY STREET, 21ST FLOOR BOSTON, MA 02116		X		
Abrams Capital Partners II, L.P. 222 BERKELEY STREET, 21ST FLOOR BOSTON, MA 02116		X		
ABRAMS CAPITAL, LLC 222 BERKELEY STREET, 21ST FLOOR BOSTON, MA 02116		X		
Abrams David C 222 BERKELEY STREET, 21ST FLOOR BOSTON, MA 02116		X		

Signatures

/s/ Abrams Capital Management, L.P., by Abrams Capital Management, LLC, the General Partner, by David C. Abrams, Managing Member	04/20/2017
__Signature of Reporting Person	Date
/s/ Abrams Capital Management, LLC, by David C. Abrams, Managing Member	04/20/2017
__Signature of Reporting Person	Date
/s/ Abrams Capital, LLC, by David C. Abrams, Managing Member	04/20/2017
__Signature of Reporting Person	Date
/s/ David C. Abrams	04/20/2017
__Signature of Reporting Person	Date

/s/ Abrams Capital Partners II, L.P., by Abrams Capital, LLC, its General Partner, by David C. Abrams, Managing Member

04/20/2017

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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).

Shares reported herein as beneficially owned by Abrams Capital, LLC ("Abrams Capital") represent shares held for the account of private investment funds, including Abrams Capital Partners II, L.P. ("ACP II"), for which Abrams Capital serves as general partner. Shares reported herein for Abrams Capital Management, L.P. (the "LP") and Abrams Capital Management, LLC (the "LLC") represent the

(1) above-referenced shares beneficially owned by Abrams Capital and shares beneficially owned by another private investment fund for which the LP serves as investment manager. The LLC is the general partner of the LP. Shares reported herein for Mr. Abrams represent the above referenced shares reported for Abrams Capital and the LLC. Mr. Abrams is the managing member of Abrams Capital and the LLC.

(2) Each Reporting Person disclaims beneficial ownership of the reported shares except to the extent of its or his pecuniary interest therein, and the inclusion of such securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose.

Of the shares sold on April 18, 2017 reported herein, 3,627,087 shares were held for the account of ACP II, 4,259,853 shares may be deemed to have been beneficially owned by Abrams Capital and all of such shares may be deemed to have been beneficially owned by

(3) Mr. Abrams, the LP and the LLC. As of April 20, 2017, 4,770,647 of the shares reported herein are held for the account of ACPII, Abrams Capital may be deemed to beneficially own 5,602,913 of the shares reported herein, and Mr. Abrams, the LP and the LLC may be deemed to beneficially own all of such shares.

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

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