

BURKLE RONALD W  
Form DFAN14A  
September 23, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A**

(Rule 14a-101)

**INFORMATION REQUIRED IN PROXY STATEMENT**

**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 under §240.14a-12

**BARNES & NOBLE, INC.**

(Name of Registrant as Specified in Its Charter)

**YUCAIPA AMERICAN ALLIANCE FUND II, L.P.**

**YUCAIPA AMERICAN ALLIANCE (PARALLEL) FUND II, L.P.**

**YUCAIPA AMERICAN ALLIANCE FUND II, LLC**

**YUCAIPA AMERICAN FUNDS, LLC**

**YUCAIPA AMERICAN MANAGEMENT, LLC**

**THE YUCAIPA COMPANIES LLC**

**RONALD W. BURKLE**

**STEPHEN F. BOLLENBACH**

**MICHAEL S. MCQUARY**

**ROBERT P. BIRMINGHAM**

(Name of Person(s) Filing Proxy Statement, if Other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which the transaction applies:

(2) Aggregate number of securities to which the transaction applies:

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(3) Per unit price or other underlying value of the transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of the transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

On September 23, 2010, The Yucaipa Companies requested that Barnes & Noble e-mail the following communication to its employees on behalf of The Yucaipa Companies:

**Voting for Yucaipa's Nominees and Proposal at the 2010 Annual Meeting of Stockholders**

The 2010 Annual Meeting of Stockholders, which will be held this year on September 28th, is an important event for the Company's future, and your vote no matter how many shares you own is extremely important.

Yucaipa is soliciting proxies to elect its nominees to the Barnes & Noble Board of Directors and to approve its proposal to amend Barnes & Noble's poison pill at the 2010 Annual Meeting of Stockholders. If you owned Barnes & Noble shares as of August 16, 2010, you should have received separate proxy materials from Yucaipa and from Barnes & Noble. Yucaipa's proxy materials include a GOLD proxy card or voting instruction card. Barnes & Noble's materials include a White proxy card.

Your proxy card or voting instruction card will look different depending on how you hold your shares, but the general voting principles are the same.

You are being asked to vote on three, separate proposals. If you want to vote as Yucaipa recommends, you would vote using the **GOLD** card:

**FOR** all of Yucaipa's director nominees on Proposal 1;

**FOR** the ratification of BDO USA, LLP as the Company's independent registered public accountants on Proposal 2; and

**FOR** Yucaipa's proposal to amend the poison pill on Proposal 3.

**Your voting instructions with respect to your shares held in a brokerage account or in the 401(k) plan are strictly confidential. No one at Barnes & Noble will know how you voted.**

**The deadline to vote any shares you hold in the 401(k) plan is this Friday, September 24th at 5:00 p.m. Eastern time. The deadline to vote any shares you hold of record or through a bank or broker is Monday, September 27th at 11:59 p.m. Eastern time.**

Below is a brief FAQ that addresses some common questions from stockholders:

**1. Is my vote confidential?**

YES. If you hold your shares through a bank or a broker, or in Barnes & Noble's 401(k) plan, your vote will be held in strict confidence. Neither Barnes & Noble, Yucaipa or anyone else will know how you voted these shares.

**2. How do I vote my shares?**

Because the annual meeting is on Tuesday, you should vote by telephone or the internet in order for your vote to count. The instructions on how to vote by telephone or internet is printed on the GOLD proxy card or GOLD voting instruction card.

**3. What should I do if I have shares in more than one account?**

If you hold shares in more than one account (for example, unvested restricted stock or vested shares), you should have received a GOLD proxy card or GOLD voting instruction form for each of those accounts and you will need to vote each card or instruction form you receive to ensure that all of your shares are voted. If you vote by telephone or internet, you will need to refer to the unique Control Number on each GOLD proxy card or GOLD voting instruction form you receive.

**4. What if I hold my shares through a bank or broker?**

If you hold your shares through a bank or broker, you will receive proxy materials through that firm, which will vote your shares on your behalf only upon receiving specific instructions. It is important that you follow the directions provided on the GOLD voting instruction form from your bank or broker in order to instruct your bank or broker on how to vote your shares.

**5. What if I hold shares in Barnes & Noble's 401(k) plan?**

If you participate in the B&N 401(k) Plan, Fidelity should have sent you proxy materials and instructions as to how to vote. If you want to instruct Fidelity how to vote on your behalf, you should follow the directions shown on the GOLD voting instruction card. If you need another copy of the GOLD voting instruction card, please call Kimberley Moran of Fidelity at (508) 787-6325. The deadline to vote your shares in the 401(k) plan is 5:00 pm Eastern time, this Friday, September 24th.

**6. I voted my White card, but now I want to vote for Yucaipa. How do I change my vote?**

You are free to change your vote to support Yucaipa. Only the latest-dated proxy card or voting instruction card returned counts. The easiest way to change your vote is by voting your GOLD card through the phone or internet.

**7. What should I do with the White proxy cards I receive?**

We urge you to simply DISCARD any White card you may receive. You should not do anything with it not even return it indicating Withhold on Barnes & Noble's nominees. This is because any vote you cast on the White card will cancel any vote you previously cast on the GOLD card.

**8. I forgot which card I filled out/I accidentally filled out the White card/I may have filled my card out wrong what do I do now?**

If you voted incorrectly or aren't sure how you voted, you may vote again. Only the latest-dated proxy card or voting instruction card returned counts. You can change your vote by

voting again by phone or internet as instructed on the GOLD proxy card or GOLD voting instruction card.

**9. What does the GOLD proxy card look like?**

**10. What does the GOLD voting instruction form from a bank or broker look like?**

**11. What does the GOLD 401(k) voting instruction card from Fidelity look like?**

**12. Who can I call if I have questions about voting?**

If you have any questions about how to vote or if you need additional assistance, please call MacKenzie Partners, Yucaipa's proxy solicitor, at (212) 929-5500 (Call Collect) or TOLL-FREE (800) 322-2885.

\* \* \*

This communication is being directed to you by Yucaipa because you are an employee of Barnes & Noble. Yucaipa is not acting as a fiduciary or providing any investment advice relating to Barnes & Noble's 401(k) Plan.

Yucaipa American Alliance Fund II, L.P. and Yucaipa American Alliance (Parallel) Fund II, L.P. (collectively, **Yucaipa**) have filed a definitive proxy statement and related materials with the Securities and Exchange Commission (**SEC**) in connection with Yucaipa's solicitation of proxies to elect its nominees to the Barnes & Noble Board of Directors and to approve its proposal to amend Barnes & Noble's poison pill at the 2010 Annual Meeting of Stockholders. Barnes & Noble stockholders should read Yucaipa's definitive proxy statement and its other publicly-filed proxy materials as they become available, because they contain important information. Information regarding the direct and indirect interests of Yucaipa and each other participant in the solicitation of proxies by Yucaipa are included in Yucaipa's proxy materials filed with the SEC. Yucaipa's proxy materials may be accessed without charge at [www.viewourmaterial.com/BKS](http://www.viewourmaterial.com/BKS) and at the SEC's website at [www.sec.gov](http://www.sec.gov). Stockholders who need assistance voting their shares may contact MacKenzie Partners, Inc., Yucaipa's proxy solicitor by calling (800) 322-2885 or e-mailing [bks@mackenziepartners.com](mailto:bks@mackenziepartners.com).