

BARNES & NOBLE INC  
Form 8-A12B/A  
October 29, 2010

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

Washington, D.C. 20549

**FORM 8-A/A**

(Amendment No. 2 to the Form 8-A filed on November 18, 2009)

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**

**PURSUANT TO SECTION 12(b) OR (g) OF THE**

**SECURITIES EXCHANGE ACT OF 1934**

**BARNES & NOBLE, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction)

of incorporation)

**06-1196501**  
(IRS Employer

Identification No.)

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

10011  
(Zip Code)

<b>Title of each class to be so registered</b>	<b>Name of each exchange on which each class is to be registered</b>
Series I Preferred Stock Purchase Rights	New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: \_\_\_\_\_ (if applicable)

Securities to be registered pursuant to Section 12(g) of the Act:

(Title of class)

(Title of class)

**EXPLANATORY NOTE**

Barnes & Noble, Inc. (the Registrant ) hereby amends and supplements its registration statement on Form 8-A filed with the Securities and Exchange Commission (the SEC ) on November 18, 2009 and previously amended on June 23, 2010 (the Registration Statement ) as follows:

**Item 1. Description of Registrant's Securities to be Registered.**

Item 1 of the Registration Statement is hereby amended by incorporating by reference into this registration statement on Form 8-A/A the content of Item 1.01 of the Registrant's Current Report on Form 8-K, filed with the SEC on October 29, 2010. The Current Report on Form 8-K describes an amendment to the Rights Agreement dated as of November 17, 2009 and previously amended on February 17, 2010 and June 23, 2010, between the Registrant and Mellon Investor Services LLC, as rights agent. A copy of such amendment is attached hereto as Exhibit 4.4 and is hereby incorporated by reference herein.

**Item 2. Exhibits.**

Item 2 of the Registration Statement is hereby amended and supplemented by adding the following exhibit:

<b>Exhibit No.</b>	<b>Description</b>
4.4	Third Amendment dated as of October 29, 2010, to the Rights Agreement dated as of November 17, 2009, between Barnes & Noble, Inc. and Mellon Investor Services LLC, as rights agent (incorporated by reference to Exhibit 4.1 of the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on October 29, 2010)

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

BARNES & NOBLE, INC.,

Date: October 29, 2010

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

**Exhibit Index**

<b>Exhibit No.</b>	<b>Description</b>
3.1	Form of Certificate of Designation dated as of November 17, 2009 (incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 18, 2009)*
4.1	Rights Agreement dated as of November 17, 2009, between Barnes & Noble, Inc. and Mellon Investor Services LLC, as rights agent (incorporated by reference to Exhibit 4.1 of the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 18, 2009)*
4.2	First Amendment dated as of February 17, 2010, to the Rights Agreement dated as of November 17, 2009, between Barnes & Noble, Inc. and Mellon Investor Services LLC, as rights agent (incorporated by reference to Exhibit 4.1 of the Registrant's second Current Report on Form 8-K filed with the Securities and Exchange Commission on February 17, 2010)**
4.3	Second Amendment dated as of June 23, 2010, to the Rights Agreement dated as of November 17, 2009, between Barnes & Noble, Inc. and Mellon Investor Services LLC, as rights agent (incorporated by reference to Exhibit 4.1 of the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on June 23, 2010)**
4.4	Third Amendment dated as of October 29, 2010, to the Rights Agreement dated as of November 17, 2009, between Barnes & Noble, Inc. and Mellon Investor Services LLC, as rights agent (incorporated by reference to Exhibit 4.1 of the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on October 29, 2010)

\* Previously filed as an exhibit to the Form 8-A filed by Barnes & Noble, Inc. with the Securities and Exchange Commission on November 18, 2009.

\*\* Previously filed as an exhibit to Amendment No. 1 to the Form 8-A filed by Barnes & Noble, Inc. with the Securities and Exchange Commission on June 23, 2010.