

BARNES & NOBLE INC  
Form DEFR14A  
November 02, 2010

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

Washington, D.C. 20549

**SCHEDULE 14A**

(RULE 14a-101)

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the**

**Securities Exchange Act of 1934**

**(Amendment No. 1)**

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 Pursuant to § 240.14a-12

**Barnes & Noble, Inc.**

(Name of Registrant as Specified In Its Charter)

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(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.

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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.

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### Explanatory Note

This Amendment No. 1 (the Proxy Statement Amendment ) to the definitive proxy statement on Schedule 14A (the Proxy Statement ) filed by Barnes & Noble, Inc. (the Company ) with the Securities and Exchange Commission on October 28, 2010 amends and supplements the description of the Rights Agreement, dated as of November 17, 2009, as amended February 17, 2010 and June 23, 2010, between the Company and Mellon Investor Services LLC (as amended from time to time, the Rights Agreement ), contained in the Proxy Statement. The Rights Agreement pertains to the contingent rights (the Rights ) to purchase Series I Preferred Stock, par value \$0.001 per share, of the Company. The information set forth in the Proxy Statement remains unchanged except to the extent inconsistent with the information set forth in this Proxy Statement Amendment, in which case the information in the Proxy Statement is superseded by the information in this Proxy Statement Amendment.

#### Amendments to the Rights Agreement

On October 29, 2010, the Company entered into an amendment (the Amendment ) to the Rights Agreement. Prior to the Company's entry into the Amendment, the Rights Agreement provided that:

the exercise of options and the vesting of restricted stock granted prior to or after November 17, 2009 by the Board of Directors of the Company (the Board ) to any person who, alone or together with its affiliates and associates, beneficially owned more than 20% of the Company's Common Stock, par value \$0.001 per share ( Common Stock ), on November 17, 2009 (an Excluded Person ) and the immediate family members and certain related trusts, executors and trustees of an Excluded Person (the Specified Persons ) would not trigger the Rights; and

Excluded Persons and Specified Persons could acquire beneficial ownership of additional shares of Common Stock without triggering the Rights so long as the Board approved the acquisition in advance.

The Amendment makes certain changes to the definition of Acquiring Person in the Rights Agreement to:

eliminate the exception permitting Excluded Persons and Specified Persons to acquire additional shares of Common Stock through the exercise of options or the vesting of restricted stock granted after November 17, 2009;

impose disposition and voting requirements on any shares of Common Stock acquired by Excluded Persons and Specified Persons upon the exercise after October 29, 2010 of any currently outstanding options; and

provide that any person may acquire beneficial ownership of additional shares of Common Stock without triggering the Rights so long as the Board approves the acquisition in advance.

The above summary of the Amendment is a general description only and is qualified in its entirety by the full text of the Amendment, a copy of which has been filed as Exhibit 4.1 to the Current Report on Form 8-K filed by the Company with the Securities and Exchange Commission on October 29, 2010.

#### Text of the Rights Agreement Resolution

Stockholders will be asked at the special meeting of stockholders to be held on November 17, 2010 and any adjournment or postponement thereof (the Special Meeting ) to consider and pass a resolution (the Rights Agreement Resolution ) to ratify the adoption by the Board of the Rights Agreement. The text of the Rights Agreement Resolution is as follows:

BE IT RESOLVED THAT the adoption by the Board of the Rights Agreement, dated as of November 17, 2009, as amended February 17, 2010, June 23, 2010 and October 29, 2010, between the Company and Mellon Investor Services LLC, as submitted to this Special Meeting is hereby ratified.

**The Board unanimously recommends that you vote FOR the resolution ratifying the adoption of the Rights Agreement.**