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BARNES & NOBLE INC
Form S-8
June 14, 2002

Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

BARNES & NOBLE, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

06-119501
(I.R.S. Employer
Identification No.)

122 Fifth Avenue
New York, New York 10011
(Address and Zip Code of Principal Executive Offices)

Barnes & Noble, Inc. Amended and Restated 1996 Incentive Plan
(Full title of the plan)

Leonard Riggio
Chairman of the Board
Barnes & Noble, Inc.
122 Fifth Avenue
New York, New York 10011
(212) 633-3300
(Name, address and telephone number of agent for service)

Copies to:
Jay M. Dorman, Esq.
Robinson Silverman Pearce Aronsohn & Berman LLP
1290 Avenue of the Americas
New York, New York 10104

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share(1)	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee

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Common Stock, 3,500,000 (2) \$29.35 \$102,725,000 \$9,450.70
par value
\$.001 per share
=====

- (1) Estimated solely for purposes of calculating the registration fee. In accordance with Rule 457(c), the Proposed Maximum Offering Price Per Share and the Proposed Maximum Aggregate Offering Price are computed on the basis of the average of the high and low prices of the Common Stock as reported on the New York Stock Exchange on June 13, 2002.
- (2) Represents the increase in the maximum number of shares reserved for issuance under the Registrant's Amended and Restated 1996 Incentive Plan (the "Plan"). An aggregate of 11,000,000 shares have been previously registered under the Registrant's Form S-8 (No. 333-27033) filed May 13, 1997 and Form S-8 (No. 333-59111) filed July 15, 1998. In accordance with Rule 416, this Registration Statement also covers an indeterminate number of shares that may become issuable by reason of the anti-dilution provisions of the Plan.

STATEMENT UNDER GENERAL INSTRUCTION E

REGISTRATION OF ADDITIONAL SECURITIES

Pursuant to General Instruction E of Form S 8, this Registration Statement is filed solely to register an additional 3,500,000 shares of Common Stock, par value \$.001 per share, of the Registrant reserved for issuance under the Registrant's Amended and Restated 1996 Incentive Plan. This increase was approved by a majority vote of the Board of Directors of the Registrant on March 14, 2002, and approved by a majority vote of the stockholders on June 4, 2002. Pursuant to Instruction E, the contents of the Registrant's Registration Statement on Form S 8, File No. 333-27033, and Registration Statement on Form S-8, File No. 333-59111, including without limitation periodic reports that the Registrant filed, or will file, after such Forms S 8 to maintain current information about the Registrant, are hereby incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

- 4.1 Barnes & Noble, Inc. Amended and Restated 1996 Incentive Plan, as amended and restated June 4, 2002.
- 5.1 Opinion of Robinson Silverman Pearce Aronsohn & Berman LLP, counsel to the Company, as to the legality of the Common Stock being registered.
- 23.1 Consent of Robinson Silverman Pearce Aronsohn & Berman LLP (included as part of Exhibit 5.1).
- 23.2 Independent Auditor's Consent of BDO Seidman, LLP.
- 24.1 Power of Attorney (included on signature page of this Registration Statement).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration

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Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on the 10th day of June, 2002.

BARNES & NOBLE, INC.

By: /s/ Leonard Riggio

Leonard Riggio
Chairman of the Board

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below does hereby constitute and appoint Leonard Riggio, Stephen Riggio and Michael N. Rosen, and each or any of them, as his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including, without limitation, post-effective amendments and documents in connection therewith) to this Registration Statement, and to file the same with the Securities and Exchange Commission, granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or either of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Name	Title	Date
/s/ Leonard Riggio ----- Leonard Riggio	Chairman of the Board and Director	June 10, 2002
/s/ Stephen Riggio ----- Stephen Riggio	Vice Chairman, Chief Executive Officer and Director (Principal Executive Officer)	June 10, 2002
/s/ Maureen E. O'Connell ----- Maureen E. O'Connell	Chief Financial Officer (Principal Financial and Accounting Officer)	June 10, 2002
/s/ Matthew A. Berdon ----- Matthew A. Berdon	Director	June 10, 2002
/s/Michael J. Del Guidice ----- Michael J. Del Guidice	Director	June 10, 2002
/s/ William Dillard II ----- William Dillard II	Director	June 10, 2002
/s/ Irene R. Miller ----- Irene R. Miller	Director	June 10, 2002
/s/ Margaret T. Monaco	Director	June 10, 2002

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Margaret T. Monaco

/s/ Michael N. Rosen Director

June 10, 2002

Michael N. Rosen

/s/ William Sheluck, Jr. Director

June 10, 2002

William Sheluck, Jr.

EXHIBIT INDEX

No. Document

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