

Edgar Filing: BARNES & NOBLE INC - Form 424B3

BARNES & NOBLE INC
Form 424B3
June 18, 2002

Filed Pursuant to Rule 424(b)(3)
Registration No. 333-62210

PROSPECTUS SUPPLEMENT

(To Prospectus dated July 18, 2001)

BARNES & NOBLE, INC.

\$300,000,000

5.25% Convertible Subordinated Notes Due 2009

9,227,363 Shares of Common Stock Issuable Upon Conversion of the Notes

This prospectus supplement relates to the resale of (i) up to \$300,000,000 aggregate principal amount of our 5.25% Convertible Subordinated Notes Due 2009 and (ii) up to 9,227,363 shares of our common stock which are initially issuable upon conversion of the notes by any holders thereof. The notes and the underlying common stock may be offered from time to time for the accounts of the selling securityholders named herein, in the prospectus dated July 18, 2001, or in additional supplements to the prospectus. This prospectus supplement reflects the purchase of notes by various selling securityholders since the date of the prospectus.

The notes are convertible, in whole or in part, at the option of the selling securityholder at any time prior to the close of business on the business day immediately preceding March 15, 2009, unless previously redeemed or repurchased, into shares of common stock, at a conversion price of \$32.512 per share (equivalent to a conversion rate of 30.7578 shares per \$1,000 principal amount of notes), subject to adjustment in certain circumstances. Our common stock is traded on The New York Stock Exchange under the symbol "BKS." On June 11, 2002, the last sale price for our common stock as reported on The New York Stock Exchange was \$30.11 per share.

We will not receive any of the proceeds from the sale of the notes or the underlying common stock being offered by the selling securityholders. The notes and the underlying common stock may be offered in negotiated transactions or otherwise, at market prices prevailing at the time of sale or at negotiated prices. In addition, the shares of common stock may be offered from time to time through ordinary brokerage transactions on The New York Stock Exchange. See "Plan of Distribution" in the prospectus. The selling securityholders and any brokers, dealers or agents that participate with the selling securityholders in the distribution of the notes or the underlying common stock may be deemed to be "Underwriters" within the meaning of the Securities Act, in which case any commissions received by such brokers-dealers, agents or underwriters and any profit on the resale of the notes or the underlying common stock purchased by them may be deemed to be underwriting commissions or discounts under the Securities Act.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED IF THIS PROSPECTUS SUPPLEMENT IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

Edgar Filing: BARNES & NOBLE INC - Form 424B3

THE DATE OF THIS PROSPECTUS SUPPLEMENT IS JUNE 18, 2002.

SELLING SECURITYHOLDERS

The following table, which sets forth certain information regarding the beneficial ownership of notes by the selling securityholders and the number of shares of common stock issuable upon conversion of the notes as of June 11, 2002, has been updated from the table contained in the prospectus to include certain additional selling securityholders.

Any or all of the notes or underlying common stock listed below may be offered for sale pursuant to this prospectus supplement by the selling securityholders from time to time. Accordingly, no estimate can be given as to the amount of the notes or underlying common stock that will be held by the selling securityholders upon consummation of any such sales. In addition, the selling securityholders identified below may have sold, transferred or otherwise disposed of all or a portion of their notes since the date on which the information regarding their notes was provided, in transactions exempt from the registration requirements of the Securities Act. The table has been prepared based on information furnished to us by or on behalf of the selling securityholders.

Name	Principal Amount of Notes (1)	Percen- tage of Notes Out- standing (1)	Number of Shares into which the Notes are Con- vertible (2)	Number of Shares of Common Stock Owned Before Offering (3)	Percent of Common Stock Owned After the Offering (4)
-----	-----	-----	-----	-----	-----
1976 Distribution Trust FBO A.R. Lauder/Zinterhofer c/o Advent Capital Management 30 Broad Street, 30th Floor New York, NY 10004	\$9,000	*	276	0	*
1976 Distribution Trust FBO Jane A. Lauder c/o Advent Capital Management 30 Broad Street, 30th Floor New York, NY 10004	\$18,000	*	553	0	*
2000 Revocable Trust FBO A.R. Lauder/Zinterhofer c/o Advent Capital Management 30 Broad Street, 30th Floor New York, NY 10004	\$9,000	*	276	0	*

Edgar Filing: BARNES & NOBLE INC - Form 424B3

AAM/Zazove Institutional Income Rund L.P. 940 Southwood Blvd., #200 Incline Village, NV 89451	\$1,200,000	*	36,909	0	*
---	-------------	---	--------	---	---

-2-

Name	Principal Amount of Notes (1)	Percen- tage of Notes Out- standing (1)	Number of Shares into which the Notes are Con- vertible (2)	Number of Shares of Common Stock Owned Before Offering (3)	Percent of Common Stock Owned After the Offering (4)
-----	-----	-----	-----	-----	-----
ACM Offshore Fund c/o Advent Capital Management 30 Broad Street, 30th Floor New York, NY 10004	\$3,150,000	1.0%	96,887	0	*
AIG/National Union Fire Insurance c/o Froley Revy Investment Company, Inc. 10900 Wilshire Blvd., Suite 900 Los Angeles, CA 90024	\$925,000	*	28,451	0	*
Alexandra Global Investment Fund 1 Ltd. c/o 237 Park Avenue, 9th Floor New York, New York 10017	\$9,000,000	3.0%	276,820	0	*
Allete, Inc. 30 W. Superior Street Duluth, MN 55802	\$250,000	*	7,689	0	*
Aloha Airlines Non-Pilots Pension Trust c/o Froley Revy Investment Company, Inc. 10900 Wilshire Blvd., Suite 900 Los Angeles, CA 90024	\$100,000	*	3,075	0	*
Aloha Pilots Retirement Trust c/o Froley Revy	\$50,000	*	1,537	0	*

Edgar Filing: BARNES & NOBLE INC - Form 424B3

Investment Company,
Inc.
10900 Wilshire Blvd.,
Suite 900
Los Angeles, CA 90024

Alpine Associates \$5,450,000 1.8% 167,630 0 *

c/o V.E.Z. Systems
120 Broadway, 9th Floor
Rm 913
New York, NY 10271

Alpine Partners, L.P. \$850,000 * 26,144 0 *

c/o V.E.Z. Systems
120 Broadway, 9th Floor Rm 913
New York, NY 10271

-3-

Name	Principal Amount of Notes (1)	Percentage of Notes Outstanding (1)	Number of Shares into which the Notes are Convertible (2)	Number of Shares of Common Stock Owned Before Offering (3)	Percent of Common Stock Owned After the Offering (4)
American Motorist Insurance Company c/o Advent Capital Management 30 Broad Street, 30th Floor New York, NY 10004	\$655,000	*	20,146	0	*
American Samoa Government c/o SSI Investment Management 357 North Canon Drive Beverly Hills, CA 90210	\$40,000	*	1,230	0	*
Arapahoe County Colorado c/o Advent Capital Management 30 Broad Street, 30th Floor New York, NY 10004	\$63,000	*	1,937	0	*
Arbitex Master Fund L.P. c/o HW Capital L.P. 1601 Elm Street, Suite 4000 Dallas, TX 75201	\$4,000,000	1.3%	123,031	0	*
Arkansas PERS c/o Froley Revy Investment Company,	\$1,350,000	*	41,523	0	*

Edgar Filing: BARNES & NOBLE INC - Form 424B3

Inc.
10900 Wilshire Blvd.,
Suite 900
Los Angeles, CA 90024

Associated Electric & Gas Insurance Services Limited c/o Calamos Asset Management, Inc. 1111 Warrenville Road Naperville, Illinois 60563-1493	\$800,000	*	24,606	0	*
--	-----------	---	--------	---	---

Bear, Stearns & Co. Inc. 245 Park Avenue, 13th Floor Global Fund Management New York, NY 10167	\$8,100,000	2.7%	249,138	0	*
---	-------------	------	---------	---	---

BMO Nesbitt Burns 1 First Canadian Place 3rd Floor Podium Toronto, Ontario Canada M5X 1H3	\$1,000,000	*	30,757	0	*
---	-------------	---	--------	---	---

-4-

Name	Principal Amount of Notes (1)	Percen- tage of Notes Out- standing (1)	Number of Shares into which the Notes are Con- vertible (2)	Number of Shares of Common Stock Owned Before Offering (3)	Percent of Common Stock Owned After the Offering (4)
-----	-----	-----	-----	-----	-----
BNP Paribas Equity Strategies, SNC 555 Croton Road, 4th Floor King of Prussia, PA 19406	\$13,293,000	4.4%	408,864	32,826	*
Boilermakers Blacksmith Pension Trust c/o Froley Revy Investment Company, Inc. 10900 Wilshire Blvd., Suite 900 Los Angeles, CA 90024	\$1,850,000	*	56,902	0	*
BP Amoco Corporation Master Trust for Employee Pension Plans c/o Noddings Investments 700 Market Street St. Louis, MO 63101	\$3,950,000	1.3%	121,493	0	*

Edgar Filing: BARNES & NOBLE INC - Form 424B3

BP Amoco PLC. Master Trust c/o SSI Investment Management 357 North Canon Drive Beverly Hills, CA 90210	\$1,193,000	*	36,694	0	*
British Virgin Island Social Security Board c/o Advent Capital Management 30 Broad Street, 30th Floor New York, NY 10004	\$48,000	*	1,476	0	*
C&H Sugar Company c/o Froley Revy Investment Company, Inc. 10900 Wilshire Blvd., Suite 900 Los Angeles, CA 90024	\$150,000	*	4,613	0	*
Calamos Convertible Fund-Calamos Investment Trust c/o Calamos Asset Management, Inc. 1111 Warrenville Road Naperville, Illinois 60563-1493	\$2,800,000	*	86,122	0	*

-5-

Name	Principal Amount of Notes (1)	Percentage of Notes Outstanding (1)	Number of Shares into which the Notes are Convertible (2)	Number of Shares of Common Stock Owned Before Offering (3)	Percent of Common Stock Owned After the Offering (4)
Calamos Convertible Growth and Income Fund-Calamos Investment Trust c/o Calamos Asset Management, Inc. 1111 Warrenville Road Naperville, Illinois 60563-1493	\$2,200,000	*	67,667	0	*
Calamos Convertible Portfolio-Calamos Advisors Trust c/o Calamos Asset Management, Inc. 1111 Warrenville Road	\$125,000	*	3,844	0	*

Edgar Filing: BARNES & NOBLE INC - Form 424B3

Naperville,

Illinois 60563-1493

Calamos Market Neutral Fund-Calamos Investment Trust c/o Calamos Asset Management, Inc. 1111 Warrenville Road Naperville, Illinois 60563-1493	\$3,000,000	1.0%	92,273	0	*
California Public Employees' Retirement System 400 P Street, Suite 3492 Sacramento, CA 95814	\$3,000,000	1.0%	92,723	281,300	*
Cheyne Capital Management Limited 13 Park Place St.James, London SW1A1LP	\$5,275,000	*	162,247	0	*
CIBC WM (International) Arbitrage 425 Lexington Avenue, 5th Floor New York, NY 10128	\$6,000,000	2.0%	184,547	0	*
CitiSam Fund Ltd. 555 California St., Suite 2975 San Francisco, CA 94104	\$4,000,000	1.3%	123,031	0	*
City of New Orleans c/o Advent Capital Management 30 Broad Street, 30th Floor New York, NY 10004	\$264,000	*	8,120	0	*

-6-

Name	Principal Amount of Notes (1)	Percentage of Notes Outstanding (1)	Number of Shares into which the Notes are Convertible (2)	Number of Shares of Common Stock Owned Before Offering (3)	Percent of Common Stock Owned After the Offering (4)
----	-----	-----	-----	-----	-----
Clarica Life Insurance Co.-U.S. c/o Calamos Asset Management, Inc. 1111 Warrenville Road Naperville, Illinois 60563-1493	\$510,000	*	15,686	0	*

Edgar Filing: BARNES & NOBLE INC - Form 424B3

Consulting Group Capital Market Funds c/o Calamos Asset Management, Inc. 1111 Warrenville Road Naperville, Illinois 60563-1493	\$480,000	*	14,763	0	*
Continental Assurance Company on Behalf of its Separate Account (E) CNA Plaza 23 South Chicago, IL 60685	2,450,000	*	75,356	0	*
Convertible Securities Fund c/o Banc of America Capital Management, LLC 601 W. Riverside Avenue, Suite 420 Spokane, WA 99201-0620	\$205,000	*	6,305	0	*
Cooper Neff Conver- tible Strategies Fund LP c/o BNP Paribas Brokerage Services, Inc. 555 Croton Road, 4th Floor King of Prussia, PA 19406	\$1,890,000	*	58,132	0	*
Credit Suisse First Boston Corporation 11 Madison Avenue, 7th Floor New York, NY 100101 Attn: Reorg. Dept.	\$20,307,000	6.7%	624,600	0	*
DeAm Convertible Arbitrage Fund c/o Palladin Group 195 Maplewood Avenue Maplewood, NJ 07040	\$1,500,000	*	46,136	0	*

-7-

Name	Principal Amount of Notes (1)	Percent- age of Notes Out- standing (1)	Number of Shares into which the Notes are Con- vertible (2)	Number of Shares of Common Stock Owned Before Offering (3)	Percent of Common Stock Owned After the Offering (4)
-----	-----	-----	-----	-----	-----
Delaware PERS c/o Frolely Revy Investment Company,	\$2,000,000	*	61,515	0	*

Edgar Filing: BARNES & NOBLE INC - Form 424B3

Inc.
10900 Wilshire Blvd.,
Suite 900
Los Angeles, CA 90024

Deutsche Banc Alex Brown 1251 Avenue of the Americas New York, NY 10020	\$7,100,000	2.3%	218,380	1,275,324	2.2%
---	-------------	------	---------	-----------	------

Delta Pilots Dis- ability and Survivor- ship Trust c/o Calamos Asset Management, Inc. 1111 Warrenville Road Naperville, Illinois 60563-1493	\$500,000	*	15,378	0	*
--	-----------	---	--------	---	---

Drury University c/o Froley Revy Investment Company, Inc. 10900 Wilshire Blvd., Suite 900 Los Angeles, CA 90024	\$50,000	*	1,537	0	*
--	----------	---	-------	---	---

Drury University c/o Calamos Asset Management, Inc. 1111 Warrenville Road Naperville, Illinois 60563-1493	\$50,000	*	1,537	0	*
--	----------	---	-------	---	---

F.R. Convt. Sec. Fn. c/o Froley Revy Investment Company, Inc. 10900 Wilshire Blvd., Suite 900 Los Angeles, CA 90024	\$275,000	*	8,458	0	*
---	-----------	---	-------	---	---

First Union Securi-
ties, Inc.
8739 Research Drive
Charlotte, NC 28262-0675

Grace Brothers, Ltd. 1560 Sherman Ave., Ste. 900 Evanston, IL 60201	\$750,000	*	23,068	12,900	*
--	-----------	---	--------	--------	---

-8-

Principal Amount of Notes	Percen- tage of Notes Out- standing	Number of Shares into which the Notes are Con- vertible	Number of Shares of Common Stock Owned Before Offering	Percent of Common Stock Owned After the Offering
------------------------------------	--	--	---	---

Edgar Filing: BARNES & NOBLE INC - Form 424B3

Name	(1)	(1)	(2)	(3)	(4)
Hawaiian Airlines Employees Pension Plan-IAM c/o Froley Revy Investment Company, Inc. 10900 Wilshire Blvd., Suite 900 Los Angeles, CA 90024	\$50,000	*	1,537	0	*
Hawaiian Airlines Pension Plan for Salaried Employees c/o Froley Revy Investment Company, Inc. 10900 Wilshire Blvd., Suite 900 Los Angeles, CA 90024	\$10,000	*	307	0	*
Hawaiian Airlines Pilots Retirement Plan c/o Froley Revy Investment Company, Inc. 10900 Wilshire Blvd., Suite 900 Los Angeles, CA 90024	\$90,000	*	2,768	0	*
HFR Convertible Arbitrage c/o Advent Capital Management 30 Broad Street, 30th Floor New York, NY 10004	\$250,000	*	7,689	0	*
HFR Master Fund Ltd. 940 Southwood Blvd., #200 Incline Village, NV 89451	\$400,000	*	12,303	0	*
HFR Master Fund, Ltd.10 South Riverside Drive, Suite 1450 Chicago, Illinois 60606	\$200,000	*	6,151	0	*
Highbridge Inter- national LLC P.O. Box 30554 SmB Grand Cayman Islands BWI	\$21,000,000	7.0%	645,915	0	*

Edgar Filing: BARNES & NOBLE INC - Form 424B3

-9-

Name	Principal Amount of Notes (1)	Percentage of Notes Outstanding (1)	Number of Shares into which the Notes are Convertible (2)	Number of Shares of Common Stock Owned Before Offering (3)	Percent of Common Stock Owned After the Offering (4)
Hotel Union & Hotel Industry of Hawaii c/o SSI Investment Management 357 North Canon Drive Beverly Hills, CA 90210	\$430,000	*	13,225	0	*
ICI American Holdings Trust c/o Froley Revy Investment Company, Inc. 10900 Wilshire Blvd., Suite 900 Los Angeles, CA 90024	\$1,075,000	*	33,064	0	*
Independence Blue Cross c/o Advent Capital Management 30 Broad Street, 30th Floor New York, NY 10004	\$137,000	*	4,213	0	*
Innovest Finanzdienstleistungs AG c/o Nicholas Applegate Capital Management 600 West Broadway San Diego, CA 92101	\$370,000	*	11,380	0	*
International Monetary Fund Convertible Fund 555 California Street, Suite 2975 San Francisco, CA 94104	\$900,000	*	27,682	0	*
Investcorp-SAM Fund Ltd. 555 California St., Suite 2975 San Francisco, CA 94104	\$4,000,000	1.3%	123,031	0	*
Island Holdings c/o Froley Revy Investment Company, Inc. 10900 Wilshire Blvd., Suite 900 Los Angeles, CA 90024	\$50,000	*	1,537	0	*

Edgar Filing: BARNES & NOBLE INC - Form 424B3

James Campbell \$139,000 * 4,275 0 *

Corporation
c/o SSI Investment
Management
357 North Canon Drive
Beverly Hills, CA 90210

-10-

Name	Principal Amount of Notes (1)	Percentage of Notes Outstanding (1)	Number of Shares into which the Notes are Convertible (2)	Number of Shares of Common Stock Owned Before Offering (3)	Percent of Common Stock Owned After the Offering (4)
Jefferies & Company Inc. c/o SSI Investment Management 357 North Canon Drive Beverly Hills, CA 90210	\$9,000	*	276	0	*
Jeffries & Company Inc. Harborside Financial Center Suite 705, Plaza III Jersey City, NJ 07303	\$1,060,000	*	32,603	0	*
Jersey (IMA) Ltd. c/o Libertyview Capital Mgmt. 101 Hudson Street, Suite 3700 Jersey City, NJ 07302	\$2,600,000	*	79,970	0	*
KBC Financial Products USA 145 East 45th Street 2 Grand Central Tower New York, NY 10017	\$500,000	*	15,378	0	*
KD Offshore Fund CV c/o Kellner, DiLeo & Co. 900 Third Avenue, Suite 1000 New York, NY 10022	\$1,250,000	*	38,447	0	*
Kellner, DiLeo & Co. 900 Third Avenue, Suite 1000 New York, NY 10022	\$1,250,000	*	38,447	0	*
Lakeshore International Ltd.	\$3,000,000	1.0%	92,273	0	*

Edgar Filing: BARNES & NOBLE INC - Form 424B3

601 Carlson Parkway,
Suite 200
Minnetonka, MN 55305

Lancer Securities Cayman C/o Palladin Group 195 Maplewood Avenue Maplewood, NJ 07040	\$500,000	*	15,378	0	*
--	-----------	---	--------	---	---

LDG Limited 48 Par-La-Ville Road, Suite 780 Hamilton, Bermuda HM 11	\$300,000	*	9,227	0	*
--	-----------	---	-------	---	---

-11-

Name	Principal Amount of Notes (1)	Percen- tage of Notes Out- standing (1)	Number of Shares into which the Notes are Con- vertible (2)	Number of Shares of Common Stock Owned Before Offering (3)	Percent of Common Stock Owned After the Offering (4)
-----	-----	-----	-----	-----	-----
Libertyview Fund LLC c/o Libertyview Capital Mgmt. 101 Hudson Street, Suite 3700 Jersey City, NJ 07302	\$300,000	*	9,227	0	*
Libertyview Funds L.P. c/o Libertyview Capital Mgmt. 101 Hudson Street, Suite 3700 Jersey City, NJ 07302	\$2,100,000	*	64,591	0	*
Lincoln National Convertible Securities Fund c/o Delaware Investments 1818 Market Street, 13th Floor Mailcode 85 Philadelphia, PA 19103-3682	\$2,000,000	*	61,515	0	*
Lipper Convertibles Series II, L.P. 101 Park Avenue, 6th Floor New York, NY 10178	\$2,000,000	*	61,515	0	*
Lipper Convertibles, L.P. 101 Park Avenue, 6th Floor	\$21,162,000	7.0%	650,898	0	*

Edgar Filing: BARNES & NOBLE INC - Form 424B3

New York, NY 10178

Lipper Offshore Convertibles, L.P. 101 Park Avenue, 6th Floor New York, NY 10178	\$5,080,000	1.6%	156,250	0	*
--	-------------	------	---------	---	---

Lipper Offshore Convertibles, L.P. #2 101 Park Avenue, 6th Floor New York, NY 10178	\$838,000	*	25,775	0	*
--	-----------	---	--------	---	---

Local Initiatives Support Corporation c/o Advent Capital Management 30 Broad Street, 30th Floor New York, NY 10004	\$75,000	*	2,306	0	*
--	----------	---	-------	---	---

Man Convertible Bond Master Fund, Ltd. 101 Glacier Point Road, Suite D San Rafael, CA 94901	900,000	*	27,682	0	*
--	---------	---	--------	---	---

-12-

Name	Principal Amount of Notes (1)	Percen- tage of Notes Out- standing (1)	Number of Shares into which the Notes are Con- vertible (2)	Number of Shares of Common Stock Owned Before Offering (3)	Percent of Common Stock Owned After the Offering (4)
----	-----	-----	-----	-----	-----
McMahan Securities Co., L.P. 500 West Putnam Avenue, 3rd Floor Greenwich, CT 06830-6086	\$8,000,000	2.7%	246,062	0	*
Merril Lynch Insurance Group c/o Advent Capital Management 30 Broad Street, 30th Floor New York, NY 10004	\$341,000	*	10,488	0	*
Morgan Stanley & Co. 1585 Broadway New York, NY 10036	\$2,870,000	*	88,275	0	*
Municipal Employees	\$138,000	*	4,244	0	*

Edgar Filing: BARNES & NOBLE INC - Form 424B3

c/o Advent Capital
Management
30 Broad Street,
30th Floor
New York, NY 10004

Nabisco Holdings	\$42,000	*	1,291	0	*
------------------	----------	---	-------	---	---

c/o Advent Capital
Management
30 Broad Street,
30th Floor
New York, NY 10004

Nations Convertible Securities Fund	\$5,295,000	1.7%	162,862	0	*
-------------------------------------	-------------	------	---------	---	---

c/o Bank of America
Capital Management,
LLC
601 W. Riverside Avenue,
Suite 420
Spokane, WA 99201-0621

New Orleans Fire-fighters Pension/Relief Fund	\$144,000	*	4,429	0	*
---	-----------	---	-------	---	---

c/o Advent Capital
Management
30 Broad Street,
30th Floor
New York, NY 10004

New York Life Insurance and Annuity Corporation	\$1,200,000	*	36,909	0	*
---	-------------	---	--------	---	---

51 Madison Avenue
New York, NY 10010

-13-

Name	Principal Amount of Notes (1)	Percen- tage of Notes Out- standing (1)	Number of Shares into which the Notes are Con- vertible (2)	Number of Shares of Common Stock Owned Before Offering (3)	Percent of Common Stock Owned After the Offering (4)
-----	-----	-----	-----	-----	-----
New York Life Insurance Company 51 Madison Avenue New York, NY 10010	\$11,000,000	3.7%	338,336	0	&
Northern Income Equity Fund 50 S. Lasalle Street Chicago, IL 60675	\$3,000,000	1.0%	92,273	0	*
Occidental Petroleum Corporation c/o Advent Capital	\$263,000	*	8,089	0	*

Edgar Filing: BARNES & NOBLE INC - Form 424B3

Management
30 Broad Street,
30th Floor
New York, NY 10004

Ohio Bureau of Workers Compensation c/o Advent Capital Management 30 Broad Street, 30th Floor New York, NY 10004	\$178,000	*	5,474	0	*
--	-----------	---	-------	---	---

Ondeo Nalco c/o Frolely Revy Investment Company, Inc. 10900 Wilshire Blvd., Suite 900 Los Angeles, CA 90024	\$300,000	*	9,227	0	*
---	-----------	---	-------	---	---

Onex Industrial Partners Limited c/o Silvercreek Management Inc. 1670 Bayview Avenue, Suite 308 Toronto, Ontario, Canada M4G 3C2	\$4,710,000	1.5%	144,869	0	*
---	-------------	------	---------	---	---

OZ Master Fund, Ltd. c/o OZ Management, LLC 9 West 57th Street, 39th Floor New York, NY 10019	\$10,000,000	3.3%	307,578	0	*
--	--------------	------	---------	---	---

Palladin Securities LLC c/o Palladin Group 195 Maplewood Avenue Maplewood, NJ 07040	\$1,000,000	*	30,757	0	*
---	-------------	---	--------	---	---

-14-

Name	Principal Amount of Notes (1)	Percen- tage of Notes Out- standing (1)	Number of Shares into which the Notes are Con- vertible (2)	Number of Shares of Common Stock Owned Before Offering (3)	Percent of Common Stock Owned After the Offering (4)
Pebble Capital Limited c/o Silvercreek Management Inc. 1670 Bayview Avenue, Suite 308 Toronto, Ontario, Canada M4G 3C2	\$2,420,000	*	74,434	0	*

Edgar Filing: BARNES & NOBLE INC - Form 424B3

Policemen and Firemen Retirement System of the City of Detroit c/o Advent Capital Management 30 Broad Street, 30th Floor New York, NY 10004	\$691,000	*	21,253	0	*
ProMutual c/o Advent Capital Management 30 Broad Street, 30th Floor New York, NY 10004	\$781,000	*	24,021	0	*
Queen's Health Plan c/o Froley Revy Investment Company, Inc. 10900 Wilshire Blvd., Suite 900 Los Angeles, CA 90024	\$35,000	*	1,076	0	*
Raytheon Master Pension Trust c/o Advent Capital Management 30 Broad Street, 30th Floor New York, NY 10004	\$704,000	*	21,653	0	*
Rhapsody Fund, LP 555 California Street, Suite 2975 San Francisco, CA 94104	\$5,200,000	1.7%	159,940	0	*
RJR Reynolds c/o Advent Capital Management 30 Broad Street, 30th Floor New York, NY 10004	\$123,000	*	3,783	0	*
Robertson Stephens 555 California Street, Suite 2600 San Francisco, CA 94110	\$6,000,000	2.0%	184,547	0	*

-15-

Name	Principal Amount of Notes (1)	Percentage of Notes Outstanding (1)	Number of Shares into which the Notes are Convertible (2)	Number of Shares of Common Stock Owned Before Offering (3)	Percent of Common Stock Owned After the Offering (4)
------	-------------------------------	-------------------------------------	---	--	--

Edgar Filing: BARNES & NOBLE INC - Form 424B3

Sagamore Hill Hub Fund Ltd. c/o Sagamore Hill Capital Mgmt 2 Greenwich Office Park Greenwich, CT 06831	\$6,000,000	2.0%	184,547	0	*
San Diego County Employees Retirement Association 940 Southwood Blvd., #200 Incline Village, NV 89451	\$2,100,000	*	64,591	0	*
Shell Pension Trust c/o Advent Capital Management 30 Broad Street, 30th Floor New York, NY 10004	\$558,000	*	17,162	0	*
Showel Capital L.P. 440 South LaSalle Street Suite 1021 Chicago, IL 60605	\$300,000	*	9,227	0	*
Silvercreek II Limited c/o Silvercreek Management Inc. 1670 Bayview Avenue, Suite 308 Toronto, Ontario, Canada M4G 3C2	\$5,970,000	1.9%	183,624	0	*
Silvercreek Limited Partnership c/o Silvercreek Management Inc. 1670 Bayview Avenue, Suite 308 Toronto, Ontario, Canada M4G 3C2	\$1,900,000	*	58,439	0	*
Spear, Leeds & Kellogg LP 120 Broadway, 7th Floor New York, NY 10271	\$1,000,000	*	30,757	0	*
St. Thomas Trading, Ltd. 101 Glacier Point Road, Suite D San Rafael, CA 94901	\$1,476,000	*	45,398	0	*
Starvest Combined Portfolio c/o Froley Revy	\$1,000,000	*	30,757	0	*

Edgar Filing: BARNES & NOBLE INC - Form 424B3

Investment Company,
Inc.
10900 Wilshire Blvd.,
Suite 900
Los Angeles, CA 90024

-16-

Name	Principal Amount of Notes (1)	Percentage of Notes Outstanding (1)	Number of Shares into which the Notes are Convertible (2)	Number of Shares of Common Stock Owned Before Offering (3)	Percent of Common Stock Owned After the Offering (4)
State of Maryland Retirement System c/o Advent Capital Management 30 Broad Street, 30th Floor New York, NY 10004	\$3,335,000	1.1%	102,577	0	*
State of Oregon/ Equity c/o Froley Revy Investment Company, Inc. 10900 Wilshire Blvd., Suite 900 Los Angeles, CA 90024	\$6,500,000	2.2%	199,926	0	*
State of Oregon/ SAIF Corporation c/o Froley Revy Investment Company, Inc. 10900 Wilshire Blvd., Suite 900 Los Angeles, CA 90024	\$3,875,000	1.3%	119,186	0	*
Sterling Invest Co. c/o Froley Revy Investment Company, Inc. 10900 Wilshire Blvd., Suite 900 Los Angeles, CA 90024	\$500,000	*	15,378	0	*
Sturgeon Limited 48 Par-La-Ville Road Suite 228 Hamilton, Bermuda HM 11	\$331,000	*	10,180	0	*
Syngenta AG c/o Froley Revy Investment Company, Inc. 10900 Wilshire Blvd., Suite 900 Los Angeles, CA 90024	\$400,000	*	12,303	0	*

Edgar Filing: BARNES & NOBLE INC - Form 424B3

The City University of New York
c/o Advent Capital Management
30 Broad Street,
30th Floor
New York, NY 10004

\$159,000 * 4,890 0 *

The Class I C Company
c/o PRS International
801 Brickell Avenue
Miami, Florida 33121

\$1,440,000 * 44,291 0 *

-17-

Name	Principal Amount of Notes (1)	Percentage of Notes Outstanding (1)	Number of Shares into which the Notes are Convertible (2)	Number of Shares of Common Stock Owned Before Offering (3)	Percent of Common Stock Owned After the Offering (4)
The Estate of James Campbell c/o SSI Investment Management 357 North Canon Drive Beverly Hills, CA 90210	\$183,000	*	5,628	0	*
The Grable Foundation c/o Advent Capital Management 30 Broad Street, 30th Floor New York, NY 10004	\$124,000	*	3,813	0	*
The Grady Hospital Foundation c/o Advent Capital Management 30 Broad Street, 30th Floor New York, NY 10004	\$138,000	*	4,244	0	*
TQA Master Fund Ltd 405 Lexington Avenue, 45th Floor New York, NY 10174	\$8,400,000	2.8%	258,366	0	*
TQA Master Plus Fund Ltd 405 Lexington Avenue, 45th Floor New York, NY 10174	\$1,200,000	*	36,909	0	*
UBS O'Connor LLC FBO UBS Global Equity Arbitrage Master Ltd.	\$1,000,000	*	30,757	0	*

Edgar Filing: BARNES & NOBLE INC - Form 424B3

141 West Jackson
Boulevard
7th Floor
Chicago, IL 60640

Van Kampen Harbor Fund	\$4,500,000	1.5%	138,410	0	*
------------------------	-------------	------	---------	---	---

State Street Bank & Trust Co.
c/o Van Kampen Asset Management Inc.
2800 Post Oak Blvd.
Houston, TX 77056

Viacom Inc. Pension Plan Master Trust	\$46,000	*	1,414	0	*
---------------------------------------	----------	---	-------	---	---

c/o SSI Investment Management
357 North Canon Drive
Beverly Hills, CA 90210

-18-

Name	Principal Amount of Notes (1)	Percentage of Notes Outstanding (1)	Number of Shares into which the Notes are Convertible (2)	Number of Shares of Common Stock Owned Before Offering (3)	Percent of Common Stock Owned After the Offering (4)
-----	-----	-----	-----	-----	-----
White River Securities L.L.C. c/o Global Fund Management 245 Park Avenue, 13th Floor New York, NY 10167	\$6,300,000	2.1%	193,774	0	*
Zazove Hedged Convertible Fund, LP 940 Southwood Blvd., #200 Incline Village, NV 89451	\$1,100,000	*	33,833	0	*
Zeneca Holdings Trust c/o Froley Revy Investment Company, Inc. 10900 Wilshire Blvd., Suite 900 Los Angeles, CA 90024	\$500,000	*	15,378	0	*
Zurich Institutional Benchmark Master Fund Ltd. c/o Olympic Capital (Bermuda) Ltd.	\$200,000	*	6,151	0	*

Edgar Filing: BARNES & NOBLE INC - Form 424B3

Williams House -
20 Reid Street
Hamilton , Bermuda HM 11

Zurich Institutional Benchmarks Master Fund Ltd. 940 Southwood Blvd., #200 Incline Village, NV 89451	\$1,200,000	*	36,909	0	*
--	-------------	---	--------	---	---

Unknown (5)

* Less than 1%.

- (1) The information set forth herein is as of June 18, 2002 and is based upon \$300.0 million aggregate principal amount of notes outstanding.
- (2) Assumes conversion of the full amount of notes held by such selling securityholder at the initial conversion price of \$32.512 per share of Barnes & Noble common stock; such conversion price is subject to adjustment as described under "Description of Notes -- Conversion of Notes." Accordingly, the number of shares of common stock issuable upon conversion of the notes may increase or decrease from time to time. Fractional shares will not be issued upon conversion of the notes; cash will be paid in lieu of fractional shares, if any.
- (3) Does not include shares issuable upon conversion of the notes.
- (4) Calculated based on Rule 13d-3(d)(i) of the Exchange Act using 67,437,985 shares of common stock of Barnes & Noble outstanding as of June 11, 2002. Assumes the number of shares of common stock issuable upon conversion of all of a particular holder's notes are outstanding. However, this does not include the conversion of any other holder's notes.
- (5) Information about other selling securityholders will be set forth in prospectus supplements, if requested.

-19-

We prepared this table based on the information supplied to us by the selling securityholders named in the table.

Other than their ownership of our securities, none of the selling securityholders has had any material relationship with us within the past three years, other than Credit Suisse First Boston Corporation, which has acted as one of our initial purchasers and/or underwriters. The selling securityholders purchased all of the notes in a private transaction. All of the notes and the shares of common stock into which the notes are convertible are "restricted securities" under the Securities Act.

