

Edgar Filing: BARNESANDNOBLE COM INC - Form SC 13D/A

BARNESANDNOBLE COM INC
Form SC 13D/A
September 15, 2003

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND
AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)
(Amendment No. 4)*

barnesandnoble.com inc.

(Name of Issuer)

CLASS A COMMON STOCK

(Title of Class of Securities)

067846 10 5

(CUSIP Number)

Mr. Leonard Riggio
Barnes & Noble, Inc.
122 Fifth Avenue
New York, NY 10011

with copies to:

Jay M. Dorman, Esq.
Bryan Cave LLP
1290 Avenue of the Americas
New York, NY 10104

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

September 15, 2003

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d 1(e), 13d 1(f) or 13d 1(g), check the following box: []

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

(Page 1 of 5 Pages)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed

Edgar Filing: BARNESANDNOBLE COM INC - Form SC 13D/A

to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act") or otherwise subject to the liabilities of that section of the Exchange Act but shall be subject to all other provisions of the Exchange Act (however, see the Notes).

CUSIP No. 067846 10 5

13D

Page 2 of 5 Pages

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

Barnes & Noble, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*

BK, OO, WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEM 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7	SOLE VOTING POWER
SHARES		119,138,502

BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		None

EACH	9	SOLE DISPOSITIVE POWER
REPORTING		119,138,502

PERSON	10	SHARED DISPOSITIVE POWER
WITH		None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

119,138,502

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

75.0%

14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

Edgar Filing: BARNESANDNOBLE COM INC - Form SC 13D/A

CUSIP No. 067846 10 5

13D

Page 3 of 5 Pages

1		NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)
		B&N.com Holding Corp.
2		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) []
3		SEC USE ONLY
4		SOURCE OF FUNDS* BK, OO, WC
5		CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) []
6		CITIZENSHIP OR PLACE OF ORGANIZATION Delaware
NUMBER OF	7	SOLE VOTING POWER
SHARES		119,138,502
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		None
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		119,138,502
PERSON	10	SHARED DISPOSITIVE POWER
WITH		None
11		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 119,138,502
12		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* []
13		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 75.0%
14		TYPE OF REPORTING PERSON* CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

This Amendment No. 4 to Schedule 13D is being filed by Barnes & Noble, Inc. ("B&N") and its wholly owned subsidiary B&N.com Holding Corp. ("B&N.com Holding"), each Delaware corporations (collectively, the "Reporting Persons"), to amend the Schedule 13D filed by the Reporting Persons on November 1, 2002

Edgar Filing: BARNESANDNOBLE COM INC - Form SC 13D/A

(the "Schedule 13D"), as amended on November 15, 2002 by Amendment No. 1, as amended on April 7, 2003 by Amendment No. 2 and as amended on August 1, 2003 by Amendment No. 3 ("Amendment No. 3") with respect to beneficial ownership of Class A Common Stock, \$0.001 par value per share (the "Shares"), of barnesandnoble.com inc., a Delaware corporation (the "Issuer").

In accordance with Exchange Act Rule 13d-2, this amendment amends and supplements only information that has materially changed since the August 1, 2003 filing of Amendment No. 3. Unless otherwise indicated herein, terms used and defined in the Schedule 13D shall have the same respective meanings herein as are ascribed to such terms in the Schedule 13D.

Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D is hereby amended to add the following paragraph at the end thereof:

"On September 15, 2003, B&N, Bertelsmann AG ("Bertelsmann"), and BOL.US Online, Inc. ("BOL.US"), a wholly owned subsidiary of Bertelsmann, consummated the transactions contemplated by the Purchase Agreement dated as of July 29, 2003 (the "Agreement"), by and between Bertelsmann, BOL.US, and B&N pursuant to which B&N acquired all of the Shares, together with all of the membership units in barnesandnoble.com llc ("bn.com") and all of the shares of Class C Common Stock of the Issuer, beneficially owned by Bertelsmann for an aggregate amount equal to \$164,152,802.80, equivalent to \$2.80 per share and per membership unit, subject to possible adjustment as set forth in the Agreement. B&N subsequently transferred all shares and membership units purchased pursuant to the Agreement to B&N.com Holding."

Item 5. Interest in Securities of the Issuer.

The first three paragraphs of Item 5(a) of the Schedule 13D are hereby deleted and replaced with the following paragraph:

"(a) As of September 15, 2003, the Reporting Persons beneficially owned, within the meaning of Exchange Act Rule 13d-3, 119,138,502 Shares, representing approximately 75.0% of the outstanding Shares of the Issuer. These Shares beneficially owned by the Reporting Persons consisted of the following: (i) 115,000,002 Shares which the Reporting Persons had the right to acquire within 60 days upon conversion of (A) their one share of Class B Common Stock in the Issuer, (B) their one share of Class C Common Stock in the Issuer, and (C) their 115,000,000 membership units in bn.com; and (ii) 4,138,500 Shares."

Item 5(b) of the Schedule 13D is hereby amended to read in its entirety as follows:

"(b) The Reporting Persons have sole power to vote and to dispose of the 119,138,502 Shares they beneficially own as of September 15, 2003."

Page 4 of 5 Pages

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: September 15, 2003

BARNES & NOBLE, INC.

Edgar Filing: BARNESANDNOBLE COM INC - Form SC 13D/A

By: /s/ Joseph Lombardi

Name: Joseph Lombardi
Title: Chief Financial Officer

B&N.COM HOLDING CORP.

By: /s/ Joseph Lombardi

Name: Joseph Lombardi
Title: Chief Financial Officer

Page 5 of 5 Pages