

BARNES & NOBLE INC  
Form 8-K  
June 23, 2010

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 23, 2010

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

<u>Delaware</u> (State or other jurisdiction of incorporation)	<u>1-12302</u> (Commission File Number)	<u>06-1196501</u> (IRS Employer Identification No.)
<u>122 Fifth Avenue, New York, New York</u> (Address of principal executive offices)		<u>10011</u> (Zip Code)

Registrant's telephone number, including area code: (212) 633-3300

Not Applicable

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



Item 1.01. Entry into a Material Definitive Agreement.

On June 23, 2010, Barnes & Noble, Inc. (the "Company") entered into an amendment (the "Amendment") to the Rights Agreement dated as of November 17, 2009 and previously amended on February 17, 2010 (the "Rights Agreement"), between the Company and Mellon Investor Services LLC, as rights agent. The Rights Agreement pertains to those certain contingent rights to purchase Series I preferred stock, par value \$0.001 per share, of the Company.

The Amendment makes certain changes to the definition of "Beneficial Owner", "beneficially own" and "Beneficial Ownership" in the Rights Agreement to remove clause (c)(ii) of such definition which related to certain agreements, arrangements or understandings regarding cooperation among shareholders of the Company to obtain, change or influence control of the Company.

The foregoing summary of the Amendment is a general description only, does not purport to be complete and is qualified in its entirety by the full text of the Amendment, which is attached as Exhibit 4.1 hereto and incorporated by reference herein.

Item 3.03. Material Modification to Rights of Security Holders

The information set forth under "Item 1.01. Entry into a Material Definitive Agreement" of this Current Report on Form 8-K is incorporated into this Item 3.03 by reference.

Item 9.01. Financial Statements and Exhibits

(d) The following exhibit is filed as a part of this Report.

Exhibit No.	Description
4.1	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.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

BARNES & NOBLE, INC.,

Date: June 23, 2010

By: /s/ Joseph J. Lombardi  
Name: Joseph J. Lombardi  
Title: Chief Financial Officer

Exhibit Index

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