

BURKLE RONALD W  
Form 4  
June 05, 2012

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BURKLE RONALD W**  
  
(Last) (First) (Middle)  
  
**C/O THE YUCAIPA COMPANIES  
LLC, 9130 WEST SUNSET  
BOULEVARD**  
  
(Street)  
  
**LOS ANGELES, CA 90069**  
  
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**BARNES & NOBLE INC [BKS]**  
  
3. Date of Earliest Transaction  
(Month/Day/Year)  
**05/31/2012**

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Former 10% Owner**

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/31/2012		J <sup>(1)</sup>	7,170,384 D	\$ 0 549,554	I	Please see footnote and Remarks below <sup>(3)</sup>
Common Stock	05/31/2012		J <sup>(2)</sup>	4,723,829 D	\$ 0 549,554	I	Please see footnote and Remarks below <sup>(3)</sup>

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BURKLE RONALD W C/O THE YUCAIPA COMPANIES LLC 9130 WEST SUNSET BOULEVARD LOS ANGELES, CA 90069				Former 10% Owner
Yucaipa American Alliance Fund II, LLC C/O THE YUCAIPA COMPANIES LLC 9130 WEST SUNSET BOULEVARD LOS ANGELES, CA 90069				Former 10% Owner
YUCAIPA AMERICAN ALLIANCE FUND II LP C/O THE YUCAIPA COMPANIES LLC 9130 WEST SUNSET BOULEVARD LOS ANGELES, CA 90069				Former 10% Owner
Yucaipa American Alliance (Parallel) Fund II, L.P. C/O THE YUCAIPA COMPANIES LLC 9130 WEST SUNSET BOULEVARD LOS ANGELES, CA 90069				Former 10% Owner
YUCAIPA AMERICAN MANAGEMENT, LLC C/O THE YUCAIPA COMPANIES LLC 9130 WEST SUNSET BOULEVARD				Former 10% Owner

LOS ANGELES, CA 90069

YUCAIPA AMERICAN FUNDS, LLC  
C/O THE YUCAIPA COMPANIES LLC  
9130 EAST SUNSET BOULEVARD  
LOS ANGELES, CA 90069

Former 10% Owner

## Signatures

/s/ Ronald W. Burkle (on behalf of himself and the other reporting persons)

06/05/2012

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) On May 31, 2012, Yucaipa American Alliance Fund II, L.P. ("YAAF II") made an in-kind pro rata distribution of the 7,170,384 shares of common stock, par value \$0.001 per share (the "Common Stock") of the Issuer to its partners.
- (2) On May 31, 2012, Yucaipa American Alliance (Parallel) Fund II, L.P. ("YAAF II Parallel") made an in-kind pro rata distribution of the 4,723,829 shares of Common Stock of the Issuer to its partners (together with the distribution described in footnote (1), the "Distribution").
- (3) As a result of the Distribution, Ronald W. Burkle beneficially owns 545,930 shares of the Common Stock as of May 31, 2012 and YAAF II LLC beneficially owns 3,624 shares of Common Stock as of May 31, 2012.

### Remarks:

This Form 4 is jointly filed by (i) Ronald W. Burkle, (ii) Yucaipa American Management, LLC ("Yucaipa American"), (iii) Y

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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