

BURKLE RONALD W  
Form SC 13D/A  
August 12, 2010

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 8)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE  
13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)\***

BARNES & NOBLE, INC.

(Name of Issuer)

Common Stock, par value \$0.001 Par Value

(Title of Class of Securities)

067774109

(CUSIP Number)

David K. Robbins, Esq.

Bingham McCutchen LLP

355 South Grand Avenue, 44<sup>th</sup> Floor

Los Angeles, CA 90071

(213) 680-6400

(Name, Address and Telephone Number of Person Authorized to

Receive Notices and Communications)

August 12, 2010

## Edgar Filing: BURKLE RONALD W - Form SC 13D/A

(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 which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 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(b) for other parties to whom copies are to be sent.

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

## INTRODUCTION

This Amendment No. 8 amends and supplements the Schedule 13D filed with the Securities and Exchange Commission (the **SEC**) on January 2, 2009, as amended by Amendment No. 1 thereto, filed with the SEC on November 13, 2009, Amendment No. 2 thereto, filed with the SEC on November 17, 2009, Amendment No. 3 thereto, filed with the SEC on February 1, 2010, Amendment No. 4 thereto, filed with the SEC on February 25, 2010, Amendment No. 5 thereto, filed with the SEC on March 31, 2010, Amendment No. 6 thereto filed with the SEC on May 6, 2010, and Amendment No. 7 thereto, filed with the SEC on May 7, 2010 (together, this **Schedule 13D**), by (i) Ronald W. Burkle, an individual, (ii) Yucaipa American Management, LLC, a Delaware limited liability company (**Yucaipa American**), (iii) Yucaipa American Funds, LLC, a Delaware limited liability company (**Yucaipa American Funds**), (iv) Yucaipa American Alliance Fund II, LLC, a Delaware limited liability company (**YAAF II LLC**), (v) Yucaipa American Alliance Fund II, L.P., a Delaware limited partnership (**YAAF II**) and (vi) Yucaipa American Alliance (Parallel) Fund II, L.P., a Delaware limited partnership (**YAAF II Parallel**), and together with YAAF II, **Yucaipa**, with respect to the common stock, par value \$0.001 per share (the **Common Stock**), of Barnes & Noble, Inc., a Delaware corporation (the **Company**). Yucaipa, together with Mr. Burkle, Yucaipa American, Yucaipa American Funds and YAAF II LLC are referred to in this Schedule 13D as the

**Reporting Persons.** Capitalized terms used and not otherwise defined in this Amendment No. 8 shall have the meanings set forth in this Schedule 13D. The filing of any amendment to this Schedule 13D (including the filing of this Amendment No. 8) shall not be construed to be an admission by the Reporting Persons that a material change has occurred in the facts set forth in this Schedule 13D or that such amendment is required under Rule 13d-2 of the Securities Exchange Act of 1934, as amended.

## ITEM 4 OF THE AMENDED SCHEDULE 13D IS HEREBY AMENDED AND SUPPLEMENTED WITH THE FOLLOWING INFORMATION:

### ITEM 4. Purpose of Transaction.

On August 12, 2010, Yucaipa submitted to the Company notice of Yucaipa's intent to nominate three directors for election to the Board of Directors at the Company's 2010 Annual Meeting of Stockholders (the **2010 Annual Meeting**). Yucaipa also submitted notice of Yucaipa's intent to bring a stockholder proposal before the stockholders at the 2010 Annual Meeting, requesting that the Board of Directors promptly amend the Company's Rights Agreement, dated as of November 17, 2009, as amended February 17, 2010 and June 23, 2010, between the Company and Mellon Investor Services LLC (the **Poison Pill**), to increase the stock ownership triggering threshold under the Poison Pill from 20% to 30% of the outstanding stock (which is the approximate percentage of the outstanding stock beneficially owned by Leonard Riggio and Stephen Riggio at the time the Poison Pill was adopted).

Yucaipa determined to conduct a proxy contest at the 2010 Annual Meeting because it believes Barnes & Noble's stockholders deserve better leadership than the current Board has provided. Yucaipa believes the incumbent Board is rife with business and personal conflicts and historically has been a rubber stamp for the Riggio family's interests. In Yucaipa's view, this Board's failure to act independently of the Riggio family's agenda has contributed to the Company's poor stock performance, has enriched the Riggio family at the expense of the other Barnes & Noble stockholders, and has led to numerous corporate governance and strategic missteps.

On August 12, 2010, Yucaipa and the other participants in Yucaipa's solicitation of proxies for the 2010 Annual Meeting filed a preliminary proxy statement with the SEC. That filing contains information regarding Yucaipa's three director nominees, its proposed Poison Pill stockholder resolution, and other information regarding the interests of the participants in Yucaipa's proxy solicitation. Stockholders should read the preliminary proxy statement and Yucaipa's other proxy filings filed with the SEC (which may be obtained without charge at the SEC's website at [www.sec.gov](http://www.sec.gov)) as they contain important information.

Except as set forth above or as previously disclosed, none of the Reporting Persons has any present plans or proposals which would relate to or would result in any of the matters referred to in paragraphs (a) through (j) of Item 4 of this Schedule 13D.

**ITEM 7 OF THE AMENDED SCHEDULE 13D IS HEREBY AMENDED AND RESTATED WITH THE FOLLOWING INFORMATION:**

**ITEM 7. Material to be Filed as Exhibits.**

**Document**

- 99.1 Joint Filing Agreement, dated as of January 2, 2009 (incorporated by reference to Exhibit 99.1 to the Schedule 13D filed by the Reporting Persons with the SEC on January 2, 2009).
- 99.2 Letter dated January 28, 2010 from Ron Burkle to the Company's board of directors (incorporated by reference to Exhibit 99.2 to the Amendment No. 3 to the Schedule 13D filed by the Reporting Persons with the SEC on February 1, 2010).
- 99.3 Complaint filed by Yucaipa on May 5, 2010 in the Delaware Chancery Court (incorporated by reference to Exhibit 99.3 to the Schedule 13D filed by the Reporting Persons with the SEC on May 6, 2010).

**SIGNATURES**

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

Date: August 12, 2010

**RONALD W. BURKLE**

By: /s/ Ronald W. Burkle  
Ronald W. Burkle

**YUCAIPA AMERICAN MANAGEMENT, LLC**

By: /s/ Ronald W. Burkle  
Name: Ronald W. Burkle  
Its: Managing Member

**YUCAIPA AMERICAN FUNDS, LLC**

By: Yucaipa American Management, LLC  
Its: Managing Member

By: /s/ Ronald W. Burkle  
Name: Ronald W. Burkle  
Its: Managing Member

**YUCAIPA AMERICAN ALLIANCE FUND II, LLC**

By: Yucaipa American Funds, LLC  
Its: Managing Member

By: Yucaipa American Management, LLC  
Its: Managing Member

By: /s/ Ronald W. Burkle  
Name: Ronald W. Burkle  
Its: Managing Member

**YUCAIPA AMERICAN ALLIANCE FUND II, L.P.**

By: Yucaipa American Alliance Fund II, LLC  
Its: General Partner

By: Yucaipa American Funds, LLC  
Its: Managing Member

By: Yucaipa American Management,  
LLC  
Its: Managing Member

By: /s/ Ronald W. Burkle  
Name: Ronald W. Burkle  
Its: Managing Member

**YUCAIPA AMERICAN ALLIANCE (PARALLEL) FUND**

**II, L.P.**

By: Yucaipa American Alliance Fund II, LLC  
Its: General Partner

By: Yucaipa American Funds, LLC  
Its: Managing Member

By: Yucaipa American Management, LLC  
Its: Managing Member

By: /s/ Ronald W. Burkle  
Name: Ronald W. Burkle  
Its: Managing Member

**Exhibit Index**

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