

BURKLE RONALD W  
Form DFAN14A  
September 20, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A**

(Rule 14a-101)

**INFORMATION REQUIRED IN PROXY STATEMENT**

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the**

**Securities Exchange Act of 1934**

(Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only** (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under §240.14a-12

**BARNES & NOBLE, INC.**

(Name of Registrant as Specified in Its Charter)

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

**YUCAIPA AMERICAN ALLIANCE (PARALLEL) FUND II, L.P.**

**YUCAIPA AMERICAN ALLIANCE FUND II, LLC**

**YUCAIPA AMERICAN FUNDS, LLC**

**YUCAIPA AMERICAN MANAGEMENT, LLC**

**THE YUCAIPA COMPANIES LLC**

**RONALD W. BURKLE**

**STEPHEN F. BOLLENBACH**

**MICHAEL S. MCQUARY**

**ROBERT P. BIRMINGHAM**

(Name of Person(s) Filing Proxy Statement, if Other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which the transaction applies:

(2) Aggregate number of securities to which the transaction applies:

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(3) Per unit price or other underlying value of the transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of the transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:



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WHEREAS, by letter to the Court dated August 24, 2010, Defendants responded to the Motion for Relief from Judgment, and informed the Court, among other things, that Mr. Riggio had advised the Barnes & Noble Board of Directors that he will not vote the Option Shares in connection with any stockholder vote at the 2010 Annual Meeting or any adjournment or postponement thereof (hereinafter the 2010 Annual Meeting ); and

WHEREAS, on August 26, 2010, Plaintiffs filed their Reply Supporting Plaintiffs Motion for Relief From Judgment Pursuant to Court of Chancery Rules 59(e) and 60(b); and

WHEREAS, on August 31, 2010, the Court gave an oral ruling denying the Motion, subject to implementation of an Order formalizing Mr. Riggio's agreement not to vote the Option Shares in connection with any stockholder vote at the 2010 Annual Meeting;

NOW THEREFORE, for the reasons articulated by the Court during the telephonic conference on August 31, 2010:

IT IS HEREBY ORDERED that Plaintiffs Motion is DENIED on the conditions that (1) none of Mr. Riggio, members of his immediate family, or his Affiliates and Associates (as those terms are defined in the Barnes & Noble, Inc. Rights Agreement, dated as of November 17, 2009, as amended) (hereinafter Mr. Riggio) will vote the Option Shares, give a proxy to vote the Option Shares, and/or assign or transfer the right to vote the Option Shares, directly or indirectly, in connection with any matter presented to stockholders at the Company's 2010 Annual Meeting; and (2) Mr. Riggio will not exercise any other options to acquire shares to be voted at the 2010 Annual Meeting or in any other way obtain additional voting power to be used at the 2010 Annual Meeting.

This Order and the Opinion and Judgment dated August 12, 2010 shall have a res judicata effect consistent with the discussion set forth in the Opinion and Judgment dated August 12, 2010 and in the transcript of the August 31, 2010 conference in this matter.

Vice Chancellor Leo E. Strine, Jr.

**This document constitutes a ruling of the court and should be treated as such.**

**Court:** DE Court of Chancery Civil Action

**Judge:** Leo E Strine

**File & Serve**

**Transaction ID:** 32993141

**Current Date:** Sep 02, 2010

**Case Number:** 5465-VCS

**Case Name:** CONFORD Yucaipa American Alliance Fund II LP vs Riggio Leonard

**Court Authorizer:** Leo E Strine  
**/s/ Judge Leo E Strine**