

BARNES & NOBLE INC
Form SC 13G/A
January 09, 2009

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13G/A*
(Rule 13d-102)
Amendment No. 3
INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c) and (d) AND AMENDMENTS THERETO FILED
PURSUANT TO 13d-2(b)
BARNES & NOBLE, INC.

(Name of Issuer)
Common Stock

(Title of Class of Securities)
067774109

(CUSIP Number)
December 22, 2008

(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this Schedule 13G is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* 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 the disclosures

provided in a
prior cover
page.

The information required in the remainder of this cover page shall not be deemed to be filed for purposes 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).

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1 NAMES OF REPORTING PERSONS

I.R.S. Identification No.
of Above Persons (Entities Only)
Pershing Square Capital Management, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **

- (a)
- (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF -0-

6 SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY -0-

7 SOLE DISPOSITIVE POWER

EACH REPORTING PERSON -0-

8 SHARED DISPOSITIVE POWER

WITH -0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES * *

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12

TYPE OF REPORTING PERSON * *

IA

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1 NAMES OF REPORTING PERSONS

I.R.S. Identification No.
of Above Persons (Entities Only)
PS Management GP, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * *

- (a)
- (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF -0-

6 SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY -0-

7 SOLE DISPOSITIVE POWER

EACH REPORTING PERSON -0-

8 SHARED DISPOSITIVE POWER

WITH -0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES * *

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12

TYPE OF REPORTING PERSON * *

OO

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NAMES OF REPORTING PERSONS

1 I.R.S. Identification No.
of Above Persons (Entities Only)
Pershing Square GP LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * *

2 (a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 United States

SOLE VOTING POWER

5

NUMBER OF -0-

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY -0-

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON -0-

SHARED DISPOSITIVE POWER

8

WITH -0-

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

0

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES * *

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12

TYPE OF REPORTING PERSON * *

IA

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1 NAMES OF REPORTING PERSONS

I.R.S. Identification No.
of Above Persons (Entities Only)
William A. Ackman

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * *

- (a)
- (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF -0-

6 SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY -0-

7 SOLE DISPOSITIVE POWER

EACH REPORTING PERSON -0-

8 SHARED DISPOSITIVE POWER

WITH -0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES * *

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12

TYPE OF REPORTING PERSON * *

IN

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Item 1(a). Name of Issuer:

The name of the issuer is Barnes & Noble, Inc. (the Company).

Item 1(b). Address of Issuer's Principal Executive Offices:

The Company's principal executive offices are located at 122 Fifth Avenue, New York, New York 10011.

Item 2(a). Name of Person Filing:

This statement is filed by:

- (i) Pershing Square Capital Management, L.P., a Delaware limited partnership (the Investment Manager), which serves as investment advisor or management company to Pershing Square, L.P. (Pershing Square), a Delaware limited partnership, Pershing Square II, L.P. (Pershing Square II), a Delaware limited partnership, and Pershing Square International, Ltd. (Pershing Square International), a Cayman Islands exempted company, with respect to the shares of Common Stock (as defined in Item 2(d) below) directly owned by Pershing Square, Pershing Square II and Pershing Square International;
- (ii) PS Management GP, LLC, a Delaware limited liability company (PS Management), which serves as the general partner of the Investment Manager, with respect to the shares of Common Stock directly owned by Pershing Square, Pershing Square II and Pershing Square International;
- (iii) Pershing Square GP, LLC (the General Partner), a Delaware limited liability company, which serves as the general partner of each of Pershing Square and Pershing Square II, with respect to the shares of Common Stock directly owned by Pershing Square and Pershing Square II; and
- (iv) William A. Ackman, an individual (Mr. Ackman), who serves as the managing member of each of PS Management and the General Partner, with respect to the shares of Common Stock directly owned by Pershing Square, Pershing Square II and Pershing Square International.

The foregoing persons are hereinafter sometimes collectively referred to as the Reporting Persons. Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party. The Reporting Persons agreement in writing to file this statement on behalf of each of them is attached as Exhibit A hereto.

Item 2(b). Address of Principal Business Office or, if None, Residence:

The address of the business office of each of the Reporting Persons is 888 Seventh Avenue, 42nd Floor, New York, New York 10019.

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Item 2(c). Citizenship:

The Investment Manager is a limited partnership organized under the laws of the State of Delaware. PS Management is a limited liability company organized under the laws of the State of Delaware. The General Partner is a limited liability company organized under the laws of the State of Delaware. Mr. Ackman is a United States citizen.

Item 2(d). Title of Class of Securities:

Barnes & Noble, Inc., common stock, \$0.001 par value (the Common Stock).

Item 2(e). CUSIP Number:

067774109.

Item 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Act,
- (b) Bank as defined in Section 3(a)(6) of the Act,
- (c) Insurance Company as defined in Section 3(a)(19) of the Act,
- (d) Investment Company registered under Section 8 of the Investment Company Act of 1940,
- (e) Investment Adviser in accordance with Rule 13d-1(b)(1)(ii)(E),¹
- (f) Employee Benefit Plan or Endowment Fund in accordance with 13d-1(b)(1)(ii)(F),
- (g) Parent Holding Company or control person in accordance with Rule 13d-1 (b)(1)(ii)(G),²
- (h) Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act,
- (i) Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940,
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

¹ With respect to the Investment Manager and the General Partner.

² With respect to PS Management and Mr. Ackman.

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If this statement is filed pursuant to Rule 13d-1(c), check the box. o

Item 4. Ownership.

- A. Pershing Square Capital Management, L.P.
- (a) May be deemed to have beneficially owned: 0 shares of Common Stock.
 - (b) Percent of class: 0.0%
 - (c) Number of shares as to which such person may be deemed to have:
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: -0-
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: -0-
- B. PS Management GP, LLC
- (a) May be deemed to have beneficially owned: 0 shares of Common Stock.
 - (b) Percent of class: 0.0%
 - (c) Number of shares as to which such person may be deemed to have:
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: -0-
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: -0-
- C. Pershing Square GP, LLC
- (a) May be deemed to have beneficially owned: 0 shares of Common Stock.
 - (b) Percent of class: 0.0%
 - (c) Number of shares as to which such person may be deemed to have:
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: -0-
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: -0-
- D. William A. Ackman
- (a) May be deemed to have beneficially owned: 0 shares of Common Stock.
 - (b) Percent of class: 0.0%
-

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(c) Number of shares as to which such person may be deemed to have:

- (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: -0-
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: -0-

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following p .

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

See Exhibit B

Item 8. Identification and Classification of Members of the Group.

See Item 2.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification.

Each of the Reporting Persons hereby makes the following certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURES

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

Dated: January 9, 2009

PERSHING SQUARE CAPITAL
MANAGEMENT, L.P.

By: PS Management GP, LLC,
its General Partner

By: /s/ William A. Ackman

William A. Ackman,
Managing Member

PS MANAGEMENT GP, LLC

By: /s/ William A. Ackman

William A. Ackman,
Managing Member

PERSHING SQUARE GP, LLC

By: /s/ William A. Ackman

William A. Ackman,
Managing Member

WILLIAM A. ACKMAN

/s/ William A. Ackman

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, each of the undersigned hereby agrees to the joint filing, along with all other such undersigned, on behalf of the Reporting Persons (as defined in the joint filing), of a statement on Schedule 13G (including amendments thereto) with respect to the common stock, par value \$0.001 per share, of Barnes & Noble, Inc., and that this agreement be included as an Exhibit to such joint filing. This agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, each of the undersigned hereby executes this agreement as of this 9th day of January, 2009.

PERSHING SQUARE CAPITAL
MANAGEMENT, L.P.

By: PS Management GP, LLC,
its General Partner

By: /s/ William A. Ackman

William A. Ackman,
Managing Member

PS MANAGEMENT GP, LLC

By: /s/ William A. Ackman

William A. Ackman,
Managing Member

PERSHING SQUARE GP, LLC

By: /s/ William A. Ackman

William A. Ackman,
Managing Member

WILLIAM A. ACKMAN

/s/ William A. Ackman

ITEM 7

The Investment Manager is the relevant entity for which PS Management may be considered a parent holding company.

Each of PS Management and the General Partner is the relevant entity for which Mr. Ackman may be considered a control person.

Each of PS Management and the General Partner is an investment adviser registered under the Investment Advisers Act of 1940.