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BARNESANDNOBLE COM INC
Form SC 13D/A
November 07, 2003

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND
AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)
(Amendment No. 5)*

barnesandnoble.com inc.

(Name of Issuer)

CLASS A COMMON STOCK

(Title of Class of Securities)

067846 10 5

(CUSIP Number)

Mr. Leonard Riggio
Barnes & Noble, Inc.
122 Fifth Avenue
New York, NY 10011

with copies to:

Jay M. Dorman, Esq.
Bryan Cave LLP
1290 Avenue of the Americas
New York, NY 10104

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

November 7, 2003

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

(Continued on following pages)

(Page 1 of 13 Pages)

* 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

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

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

Barnes & Noble, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*

BK, OO, WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEM 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7	SOLE VOTING POWER
SHARES	119,138,502	

BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY	None	

EACH	9	SOLE DISPOSITIVE POWER
REPORTING	119,138,502	

PERSON	10	SHARED DISPOSITIVE POWER
WITH	None	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

119,138,502

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

74.8%

14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

B&N.com Holding Corp.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
 (b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*

BK, OO, WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
 TO ITEM 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7	SOLE VOTING POWER
SHARES		119,138,502
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		None
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		119,138,502
PERSON	10	SHARED DISPOSITIVE POWER
WITH		None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

119,138,502

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74.8%

14 TYPE OF REPORTING PERSON*

CO

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This Amendment No. 5 to Schedule 13D ("Amendment No. 5") is being filed by Barnes & Noble, Inc. ("B&N") and its wholly owned subsidiary, B&N.com Holding

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Corp. ("B&N.com Holding"), each Delaware corporations (collectively, the "Reporting Persons"), to amend the Schedule 13D filed by the Reporting Persons on November 1, 2002 (the "Schedule 13D"), as amended on November 15, 2002 by Amendment No. 1, as amended on April 7, 2003 by Amendment No. 2, as amended on August 1, 2003 by Amendment No. 3, and as amended on September 15, 2003 by Amendment No. 4 ("Amendment No. 4"), with respect to beneficial ownership of Class A Common Stock, \$0.001 par value per share (the "Shares"), of barnesandnoble.com inc., a Delaware corporation (the "Issuer").

In accordance with Exchange Act Rule 13d-2, this Amendment No. 5 amends and supplements only information that has materially changed since the September 15, 2003 filing of Amendment No. 4. Unless otherwise indicated herein, terms used and defined in the Schedule 13D shall have the same respective meanings herein as are ascribed to such terms in the Schedule 13D.

Item 2. Identity and Background.

Item 2 of the Schedule 13D is hereby amended and supplemented by adding the following:

(c) and (f) The name, business address, present principal occupation or employment, citizenship and certain other information relating to each director and executive officer of each of the Reporting Persons is set forth on Schedule A attached hereto and incorporated herein by reference.

(d) - (e) During the last five years, none of the Reporting Persons, and to the best of their knowledge, any of the persons listed on Schedule A attached hereto, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 of the Schedule 13D is hereby amended and supplemented by adding the following:

B&N expects to fund the potential merger reported in this Amendment No. 5 and described in Item 4 below from cash flow from operations and from its \$500 million revolving credit facility, with Fleet National Bank as administrative agent thereunder.

Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D is hereby amended and supplemented by adding the following:

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B&N today announced that it has proposed to take the Issuer private through a merger. In the merger, all shareholders of the Issuer (other than B&N.com Holding) would receive \$2.50 in cash for each Share of the Issuer that they own. At this price, B&N estimates that it would be paying in excess of the approximate net after-tax price per share that it paid to Bertelsmann AG in a combination of cash and notes on September 15, 2003 for a 37 percent interest in the Issuer. The aggregate consideration for the outstanding Shares (including Shares outstanding following exercise of "in-the-money" options) would be approximately \$115 million. As a result of the merger, the Issuer would become a wholly owned subsidiary of B&N. The press release is filed as an exhibit hereto

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and is incorporated by reference herein. Also filed as an exhibit hereto and incorporated by reference herein is the letter sent to the Special Committee of the Board of Directors of the Issuer proposing the merger.

Consummation of the proposed merger would be subject to the (i) approval of the Special Committee of the Board of Directors of the Issuer, (ii) execution and delivery of a definitive merger agreement and such other documentation (including regulatory filings) as may be required or appropriate and (iii) receipt of all necessary third party consents, if any. Upon completion of the proposed merger, B&N would seek to cause the shares of the Issuer to be delisted from trading on the Nasdaq National Market and deregistered under the Securities Exchange Act of 1934, as amended.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Schedule 13D is hereby amended and supplemented by adding the following:

(a) As of the date of this Statement, the Reporting Persons beneficially own, within the meaning of Exchange Act Rule 13d-3, 119,138,502 Shares, representing approximately 74.8% of the outstanding Shares of the Issuer. These Shares beneficially owned by the Reporting Persons consist of the following: (i) 115,000,002 Shares which the Reporting Persons have the right to acquire within 60 days upon conversion of (A) their one share of Class B Common Stock in the Issuer, (B) their one share of Class C Common Stock in the Issuer, and (C) their 115,000,000 membership units in bn.com; and (ii) 4,138,500 Shares.

Except as set forth in this Item 5(a) and in Schedule B attached hereto and incorporated herein by reference, none of the Reporting Persons, and, to the best of their knowledge, any persons named in Schedule A hereto, beneficially owns any Shares.

(b) The Reporting Persons have sole power to vote and to dispose of the 119,138,502 Shares they beneficially own as of the date hereof.

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(c) Except as set forth in Schedule C attached hereto and incorporated herein by reference, no transactions in the Shares have been effected during the past 60 days by the Reporting Persons or, to the best knowledge of the Reporting Persons, by any of the persons named in Schedule A.

Item 7. Material to be Filed as Exhibits.

Item 7 is amended and supplemented to include the following:

99.1 Press Release issued by B&N on November 7, 2003.

99.2 Letter to the Special Committee of the Board of Directors of the Issuer regarding the proposed merger.

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SIGNATURE

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

Dated: November 7, 2003

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BARNES & NOBLE, INC.

By: /s/ Joseph Lombardi

 Joseph Lombardi
 Chief Financial Officer

B&N.COM HOLDING CORP.

By: /s/ Joseph Lombardi

 Joseph Lombardi
 Chief Financial Officer

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SCHEDULE A

EXECUTIVE OFFICERS AND DIRECTORS OF
 BARNES & NOBLE, INC. AND B&N.COM HOLDING CORP.

The name, business address, title, present principal occupation or employment of each of the executive officers and directors of Barnes & Noble, Inc. and B&N.com Holding Corp. are set forth below. If no business address is given, the officer's or director's business address is 122 Fifth Avenue, New York, NY 10011. Unless otherwise indicated, each occupation set forth opposite an individual's name refers to Barnes & Noble, Inc. and B&N.com Holding Corp., at 122 Fifth Avenue, New York, NY 10011. All of the persons listed below are citizens of the United States of America.

Name and Business Address(1)	Title and Present Principal Occupation Including Name and Address(1) of Employer
Leonard Riggio.....	Founder and Chairman of the Board
Stephen Riggio.....	Vice Chairman and Chief Executive Officer
Mitchell S. Klipper.....	Chief Operating Officer
J. Alan Kahn.....	President of the Barnes & Noble Publishing Group*
Lawrence S. Zilavy.....	Executive Vice President of Corporate Finance & Strategic Planning
William F. Duffy.....	Executive Vice President, Distribution and Logistics 100 Middlesex Center Boulevard Jamesburg, NJ 08831
Mary Ellen Keating.....	Senior Vice President, Corporate Communications and Public Affairs
David S. Deason.....	Vice President of Barnes & Noble Development*

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1501 LBJ Freeway, Suite 290
Dallas, TX 75025

Gary A. King..... Chief Information Officer
Joseph Lombardi..... Chief Financial Officer
Michelle L. Smith..... Vice President, Human Resources
Mark Bottini..... Vice President and Director of Stores

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	Title and Present Principal Occupation Including Name and Address(1) of Employer
Name and Business Address(1)	Address(1) of Employer

Michael N. Rosen..... Secretary and Director

Principal Occupation and Employer:
Chairman, New York Office
Bryan Cave LLP
1290 Avenue of the Americas
New York, NY 10104

Matthew A. Berdon..... Director

Principal Occupation and Employer:
Senior Partner
F.B. & Co. LLP
19 West 44th Street
New York, NY 10036

Michael Del Giudice..... Director

Principal Occupation and Employer:
Senior Managing Director
Millenium Credit Markets LLC
One Rockefeller Plaza, Suite 2330
New York, NY 10020

William Dillard, II..... Director

Principal Occupation and Employer:
Chairman and Chief Executive Officer
Dillard's , Inc.
1600 Cantrell Road
Little Rock, AR 72201

Irene R. Miller..... Director

Principal Occupation and Employer:
Chief Executive Officer
Akim, Inc.
186 Riverside Drive
New York, NY 10024

Margaret T. Monaco..... Director

Principal Occupation and Employer:

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Vice President and Chief Operating
Officer
Merrill Lynch Ventures, LLC
4 World Financial Center, 23rd Floor
New York, NY 10080

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	Title and Present Principal Occupation Including Name and Address(1) of Employer
Name and Business Address(1)	

William Sheluck, Jr.....	Director
	Retired 36 Greenleaf Farms Road Newtown, CT 06470

* Barnes & Noble, Inc. only.
(1) 122 Fifth Avenue, New York, NY 10011, unless a different address is given
for Address of Employer.

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SCHEDULE B

BENEFICIAL OWNERSHIP OF CLASS A COMMON STOCK OF BARNESANDNOBLE.COM INC.
BY EXECUTIVE OFFICERS AND DIRECTORS OF BARNES & NOBLE, INC. AND B&N.COM
HOLDING CORP.

To the knowledge of the Reporting Persons, the following table sets forth the number and percentage of shares of Class A Common Stock of barnesandnoble.com inc. ("Shares") owned by the executive officers and directors of Barnes & Noble, Inc. and B&N.com Holding Corp. To the knowledge of the Reporting Persons, except as indicated below, the persons listed below have sole voting and dispositive power with respect to the Shares opposite their name.

Name and Title of Executive Officer or Director	Number (and Percentage) of Shares Beneficially Owned(1) (2)
Leonard Riggio, Founder and Chairman of the Board	2,014,437 (1.3%)
Stephen Riggio, Vice Chairman and Chief Executive Officer	3,580,000 (2.2%) (3)
Mitchell S. Klipper, Chief Operating Officer	234,710 (0.1%) (4)
J. Alan Kahn, President of Barnes & Noble Publishing Group	83,333 (0.1%)
Lawrence S. Zilavy, Executive Vice President of Corporate Finance & Strategic Planning	300 (0.0%)
William F. Duffy, Executive Vice President, Distribution and Logistics	830,500 (0.5%) (5)

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Mary Ellen Keating, Senior Vice President, Corporate Communications and Public Affairs	332 (0.0%)
David S. Deason, Vice President of Barnes & Noble Development	0 (0.0%)
Gary A. King, Chief Information Officer	1,011,190 (0.6%) (6)
Joseph Lombardi, Chief Financial Officer	0 (0.0%)
Michelle L. Smith, Vice President, Human Resources	0 (0.0%)
Mark Bottini, Vice President and Director of Stores	170 (0.0%)
Michael N. Rosen, Secretary and Director	100,000 (0.1%) (7)

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Name and Title of Executive Officer or Director	Number (and Percentage) of Shares Beneficially Owned(1) (2)
Matthew A. Berdon, Director	95,000 (0.1%)
Michael Del Giudice, Director	4,200 (0.0%)
William Dillard, II, Director	15,000 (0.0%)
Irene R. Miller, Director	10,000 (0.0%)
Margaret T. Monaco, Director	9,275 (0.0%)
William Sheluck, Jr., Director	60,000 (0.0%)

(1) Percentage determined after giving effect to beneficial ownership of Shares by Barnes & Noble, Inc. and B&N.com Holding Corp. (i.e. after giving effect to the conversion of the super voting stock and membership units into Shares). Without giving effect to that conversion, the percentages in the above table would be 4.5%, 7.5%, 0.5%, 0.2%, 0.0%, 1.8%, 0.0%, 0.0%, 2.2%, 0.0%, 0.0%, 0.0%, 0.2%, 0.2%, 0.0%, 0.0%, 0.0%, 0.0% and 0.1%, respectively.

(2) Excludes 4,158,088 Shares issued to the Issuer in connection with the merger with Fatbrain.com, LLC.

(3) Includes 3,380,000 Shares for which Mr. Riggio has an option to purchase exercisable within 60 days of the date of this Statement.

(4) Mr. Klipper's wife has sole voting and dispositive power over 7,700 of these Shares.

(5) All of these Shares are Shares for which Mr. Duffy has an option to purchase exercisable within 60 days of the date of this Statement.

(6) Includes 1,011,000 Shares for which Mr. King has an option to purchase exercisable within 60 days of the date of this Statement. The remaining 190 Shares are owned by Mr. King's wife, and she has sole voting and dispositive power with respect to those Shares.

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(7) Includes 40,000 Shares for which Mr. Rosen has an option to purchase exercisable within 60 days of the date of this Statement.

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SCHEDULE C

On September 15, 2003, B&N, Bertelsmann AG ("Bertelsmann"), and BOL.US Online, Inc. ("BOL.US"), a wholly owned subsidiary of Bertelsmann, consummated the transactions contemplated by the Purchase Agreement, dated as of July 29, 2003 (the "Agreement"), by and between Bertelsmann, BOL.US, and B&N, pursuant to which B&N acquired all of the Shares, together with all of the membership units in barnesandnoble.com llc ("bn.com") and all of the shares of Class C Common Stock of the Issuer, beneficially owned by Bertelsmann for an aggregate amount equal to \$164,152,802.80, equivalent to \$2.80 per share and per membership unit, subject to possible adjustment as set forth in the Agreement. B&N subsequently transferred all shares and membership units purchased pursuant to the Agreement to B&N.com Holding.