

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-15** | Period of Report: **2013-01-11**  
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### ISSUER

#### **BARNES & NOBLE INC**

CIK: **890491** | IRS No.: **061196501** | State of Incorporation: **DE** | Fiscal Year End: **0430**  
SIC: **5940** Miscellaneous shopping goods stores

Mailing Address  
122 FIFTH AVENUE  
NEW YORK NY 10011

Business Address  
122 FIFTH AVE  
NEW YORK NY 10011  
2126333300

### REPORTING OWNER

#### **Starz**

CIK: **1507934** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **4** | Act: **34** | File No.: **001-12302** | Film No.: **13531315**  
SIC: **4841** Cable & other pay television services

Mailing Address  
8900 LIBERTY CIRCLE  
ENGLEWOOD CO 80112

Business Address  
8900 LIBERTY CIRCLE  
ENGLEWOOD CO 80112  
(720) 852-7700

# 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

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

1. Name and Address of Reporting Person <b>Starz</b>			2. Issuer Name and Ticker or Trading Symbol <b>BARNES &amp; NOBLE INC [BKS]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director <input checked="" type="checkbox"/> 10% Owner ____ Officer (give title below)      ____ Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/11/2013</b>			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person		
8900 LIBERTY CIRCLE			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) <b>ENGLEWOOD, CO 80112</b>								
(City)	(State)	(Zip)						

**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)
			Code	V	Amount	(A) or (D)	Price			

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series J Preferred Stock	(1)	01/11/2013		J	(2)		204,000	10/28/2011 (1)	08/18/2021 (3)	Common Stock	12,000,000 (1)	\$ 0 (2)	0	I	By indirect wholly owned subsidiary

**Explanation of Responses:**

- Each share of Series J Preferred Stock is convertible into 58.8235 shares of common stock, subject to adjustment in accordance with the provisions of the Certificate of Designations for the Series J Preferred Stock and subject to customary antidilution adjustment provisions.
- On January 11, 2013, the Reporting Person completed its previously announced spin-off (the "Spin-Off") of all of the outstanding shares of the common stock of its wholly-owned subsidiary Liberty Media Corporation (formerly known as Liberty Spinco, Inc.). In connection with the Spin-Off, the Reporting Person's beneficial ownership of the Series J Preferred Stock was transferred to Liberty Media Corporation.
- The Series J Preferred Stock is mandatorily redeemable on the tenth anniversary of the original issuance date.

**Remarks:**

On January 11, 2013, the Reporting Person changed its name from "Liberty Media Corporation" to "Starz."

**Signatures**

Starz By: /s/ J. Steven Beabout, Executive Vice President, General Counsel and Secretary

\*\* Signature of Reporting Person

01/15/2013

Date

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

\* 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).

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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