

FORM 5

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).

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Form 3 Holdings Reported.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Form 4 Transactions Reported.

1. Name and Address of Reporting Person* <u>RIGGIO LEONARD</u> (Last) (First) (Middle) C/O BARNES & NOBLE, INC. 122 FIFTH AVENUE (Street) NEW YORK NY 10011 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>BARNES & NOBLE INC [BKS]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Executive Chairman
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 04/28/2018	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	07/19/2017		G ⁽¹⁾	1,350,000	D	\$0	5,794,491	D	
Common Stock	12/21/2017		G ⁽²⁾	1,450,000	D	\$0	5,794,491	D	
Common Stock							8,257,641 ⁽³⁾	I	By Foundation and Corp. ⁽³⁾

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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						(A) (D)	Date Exercisable					

Explanation of Responses:

- Gift of 1,350,000 shares to The Riggio Foundation, a charitable trust ("The Riggio Foundation"), of which the Reporting Person and his wife, Louise Riggio ("Mrs. Riggio") are co-trustees, and in which neither the Reporting Person nor Mrs. Riggio, nor any of their family members or affiliates, has any pecuniary interest.
- Gift of 1,450,000 shares to The Riggio Foundation.
- Of these shares, 2,316,668 are owned indirectly through LRBKS Holdings, Inc., a Delaware corporation beneficially owned by the Reporting Person and Mrs. Riggio, and 5,940,973 (which include the 1,350,000 shares and the 1,450,000 shares referred to in Notes 1 and 2 above) are owned by The Riggio Foundation.

Remarks:

/s/ Leonard Riggio 11/27/2018
 ** Signature of Reporting Person 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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