
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

SCHEDULE 14D-9
(Rule 14d-101)

Solicitation/Recommendation Statement
Under Section 14(d)(4) of the Securities Exchange Act of 1934
(Amendment No. 1)

Barnes & Noble, Inc.
(Name of Subject Company)

Barnes & Noble, Inc.
(Name of Person Filing Statement)

Common Stock, \$0.001 par value per share
(Title of Class of Securities)

067774109
(CUSIP Number of Class of Securities)

Bradley A. Feuer
Vice President, General Counsel and Corporate Secretary
Barnes & Noble, Inc.
122 Fifth Avenue
New York, NY 10011
(212) 633-3300

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications
on Behalf of the Person Filing Statement)

Renee Wilm
Mollie Duckworth
Adorys Velazquez
Baker Botts L.L.P.
30 Rockefeller Plaza
New York, NY 10012
(212) 408-2500

Scott A. Barshay
Steven J. Williams
Paul, Weiss, Rifkind, Wharton & Garrison LLP
1285 Avenue of the Americas
New York, NY 10019-6064
(212) 373-3000

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

This Amendment No. 1 (this “**Amendment**”) amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 filed by Barnes & Noble, Inc. (the “**Company**”) with the United States Securities and Exchange Commission (the “**SEC**”) on July 9, 2019 (as amended and supplemented from time to time, and including the documents annexed thereto or incorporated therein, the “**Schedule 14D-9**”). The Schedule 14D-9 relates to the tender offer by Chapters Merger Sub Inc., a Delaware corporation (“**Offeror**”) and a wholly owned subsidiary of Chapters Holdco Inc., a Delaware corporation (“**Parent**”), which is controlled by Elliott Associates, L.P., a Delaware limited partnership, and Elliott International, L.P., a Cayman Islands limited partnership, to purchase, subject to certain conditions, including the satisfaction of the Minimum Condition, all of the outstanding shares of common stock, par value \$0.001 per share, of the Company at a purchase price of \$6.50 per share, net to the holder thereof in cash, net of applicable withholding taxes and without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated July 9, 2019 (as it may be amended or supplemented from time to time, the “**Offer to Purchase**”), and in the related Letter of Transmittal (as it may be amended or supplemented from time to time, the “**Letter of Transmittal**”) which, together with the Offer to Purchase, constitutes the “**Offer**”). The Offer is described in a Tender Offer Statement on Schedule TO filed with SEC on July 9, 2019 by the Offeror and Parent (together with any amendments and supplements thereto, the “**Schedule TO**”).

Except as otherwise set forth below, the information set forth in the Schedule 14D-9 remains unchanged and is incorporated by reference as relevant to the items in this Amendment. Capitalized terms used and not defined herein shall have the meanings assigned to such terms in the Schedule 14D-9.

Item 8. *Additional Information.*

Item 8 of the Schedule 14D-9 is hereby amended and supplemented by adding the following text to the end of the last paragraph under the heading “Antitrust Compliance”:

“The 15 calendar day waiting period under the HSR Act has expired, effective July 10, 2019 at 11:59 p.m., Eastern Time. Accordingly, the condition of the Offer relating to the expiration or termination of the HSR Act waiting period has been satisfied. The Offer continues to be subject to the remaining terms and conditions set forth in the Schedule TO.”

SIGNATURE

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

BARNES & NOBLE, INC.

By: /s/ Bradley A. Feuer

Name: Bradley A. Feuer

Title: *Vice President, General Counsel and Corporate Secretary*

Dated: July 11, 2019