

BARNES & NOBLE INC
Form SC 13D/A
January 11, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 1)

BARNES & NOBLE, INC.
(Name of Issuer)

Common Stock, \$.001 par value
(Title of Class of Securities)

067774109
(CUSIP Number)

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

Mr. Roger B. Peikin
Aletheia Research & Management, Inc.
100 Wilshire Boulevard, Suite 1960
Santa Monica, CA 90401
(310)-899-0800

January 8, 2010
(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 which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4) check the following box o.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the "Act"), or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

SCHEDULE 13D

CUSIP No. 067774109

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Aletheia Research & Management, Inc., IRS No.- 95-4647814

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

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC, OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF 7 SOLE VOTING POWER
SHARES
BENEFICIALLY 7,533,556 shares of Common Stock.

OWNED 8 SHARED VOTING POWER
BY
EACH 0

REPORTING 9 SOLE DISPOSITIVE POWER
PERSON WITH
7,533,556 shares of Common Stock.

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,533,556 shares of Common Stock.

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

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

13.12%

14 TYPE OF REPORTING PERSON*

IA

Item 1. Security and Issuer.

This statement relates to the Common Stock, \$.001 par value per share (the “Common Stock”), of Barnes & Noble, Inc., a Delaware corporation (the “Issuer”). The Issuer maintains its principal executive office at 122 Fifth Avenue, New York, New York 10011.

Item 2 Identity and Background.

(a) This statement is filed by Aletheia Research & Management, Inc., a California corporation (“Aletheia”), with respect to shares of the Issuer’s Common Stock held by managed accounts over which Aletheia has discretionary authority and through partnerships with respect to which Aletheia serves as general partner. Roger Peikin is the Executive Vice President of Aletheia.

(b)-(f) Aletheia filed an initial Schedule 13D for an event of November 30, 2009 (the “Initial Schedule”). Except to the extent set forth in this Amendment, the information in the Initial Schedule remains unchanged.

Item 3 Source and Amount of Funds or Other Consideration.

Aletheia owns 7,533,556 shares of the Issuer’s Common Stock on behalf of managed accounts and partnerships with respect to which Aletheia serves as general partner. Such managed accounts and partnerships have collectively paid \$161,806,454 from their working capital for such shares.

Item 5 Interest in Securities of the Issuer.

(a) The number of shares of the Issuer’s Common Stock and the percentage of the outstanding shares (based upon 57,410,967 shares of Common Stock outstanding as reported in the Issuer’s Quarterly Report on Form 10-Q for the quarterly period ended October 31, 2009) directly or indirectly beneficially owned by the Reporting Person is as follows:

Name	Number of Shares	Percentage of Outstanding Shares
Aletheia	7,533,556	13.12%

(b) Aletheia has sole power to vote and sole power to dispose or to direct the disposition of 7,533,556 shares of the Issuer’s Common Stock.

(c) See Appendix 1 annexed hereto.

(d) Certain persons have the right to receive dividends from or the proceeds of sale of certain of the shares of the Issuer’s Common Stock included in this statement. No such person individually has the right to receive dividends or proceeds relating to shares of the Issuer’s Common Stock constituting more than 5% of the class of the Issuer’s Common Stock.

(e) Not applicable.

Signatures

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

Dated: January 8, 2010

ALETHEIA RESEARCH & MANAGEMENT, INC.

By: /s/ Roger B. Peikin
Roger B. Peikin,
Executive Vice President

APPENDIX I
 TRANSACTIONS IN BARNES & NOBLE, INC.
 COMMON STOCK - SINCE LAST FILING

Trade Date	Number of Shares Purchased or Sold	Purchase Price	Share Price
12/16/09	17,488	336,217	19.2256
12/17/09	7,305	4,838	18.2564
12/18/09	11,257	209,380	18.6000
12/21/09	144,240	2,727,317	18.9082
12/22/09	58,162	1,120,018	19.2569
12/23/09	2,690	51,558	19.1665
12/24/09	145,654	2,811,049	19.2995
12/28/09	39,020	745,182	19.0974
12/29/09	224,898	4,203,465	18.6905
12/30/09	48,145	901,355	18.7217
12/31/09	628,603	11,879,268	18.8979