

BURKLE RONALD W  
Form DFAN14A  
September 16, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A**

(Rule 14a-101)

**INFORMATION REQUIRED IN PROXY STATEMENT**

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the**

**Securities Exchange Act of 1934**

(Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only** (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under §240.14a-12

**BARNES & NOBLE, INC.**

(Name of Registrant as Specified in Its Charter)

**YUCAIPA AMERICAN ALLIANCE FUND II, L.P.**

**YUCAIPA AMERICAN ALLIANCE (PARALLEL) FUND II, L.P.**

**YUCAIPA AMERICAN ALLIANCE FUND II, LLC**

**YUCAIPA AMERICAN FUNDS, LLC**

**YUCAIPA AMERICAN MANAGEMENT, LLC**

**THE YUCAIPA COMPANIES LLC**

**RONALD W. BURKLE**

**STEPHEN F. BOLLENBACH**

**MICHAEL S. MCQUARY**

**ROBERT P. BIRMINGHAM**

(Name of Person(s) Filing Proxy Statement, if Other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which the transaction applies:

(2) Aggregate number of securities to which the transaction applies:

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(3) Per unit price or other underlying value of the transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of the transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

The following statement was made available in response to media inquiries:

Glass Lewis was in error in their conclusion that related party transactions predated the Company's listing. In fact, the College Booksellers half a billion dollar transaction closed in September 2009. Given this and other errors in their conclusion, we would hope they would reconsider and provide us an opportunity to present them with the facts.

The issues facing shareholders, however, remain unchanged. Leonard Riggio and his family have enriched themselves disproportionately at the expense of other stockholders with the blessing of Mr. Riggio's hand-picked board. Barnes & Noble has a history of underperforming in terms of financial performance, stock performance and corporate governance. Because of the stymieing effect of the poison pill and Leonard Riggio's iron-clad control of the sale process through his hand-picked board, Leonard Riggio sits poised to buy the company on the cheap.

We continue to believe that shareholders want a change and a check on Barnes & Noble's self-dealing with their chairman. We also believe that the company's stockholders want board members who will hold management responsible. Yucaipa remains intent on fighting for the interests of all Barnes & Noble stockholders and continues to believe that the next phase of the Company's evolution requires the perspective and experience of truly independent directors who are free from the influence of Leonard Riggio.

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Yucaipa American Alliance Fund II, L.P. and Yucaipa American Alliance (Parallel) Fund II, L.P. (collectively, **Yucaipa**) have filed a definitive proxy statement and related materials with the Securities and Exchange Commission (**SEC**) in connection with Yucaipa's solicitation of proxies to elect its nominees to the Barnes & Noble Board of Directors and to approve its proposal to amend Barnes & Noble's poison pill at the 2010 Annual Meeting of Stockholders. Barnes & Noble stockholders should read Yucaipa's definitive proxy statement and its other publicly-filed proxy materials as they become available, because they contain important information. Information regarding the direct and indirect interests of Yucaipa and each other participant in the solicitation of proxies by Yucaipa are included in Yucaipa's proxy materials filed with the SEC. Yucaipa's proxy materials and other SEC filings may be accessed without charge at the SEC's website [at www.sec.gov](http://www.sec.gov). Stockholders who need assistance voting their shares may contact MacKenzie Partners, Inc., Yucaipa's proxy solicitor by calling (800) 322-2885 or e-mailing [bks@mackenziepartners.com](mailto:bks@mackenziepartners.com).