BOOKS A MILLION INC
Form SC 13D/A
December 10, 2015

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

**SCHEDULE 13D/A**

**[Rule 13d-101]**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT**

**TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO**

**§ 240.13d-2(a)**

**(Amendment No. 19)***

**Books-A-Million, Inc.**

**(Name of Issuer)**

**Common Stock, par value $0.01**

**(Title of Class of Securities)**

**098570-10-4**

**(CUSIP Number)**

**Abroms & Associates, P.C.**

**201 S. Court Street, Suite 610**

**Florence, Alabama 35630**

**(256) 767-0740**

**Attention: Martin R. Abroms**

**Copy to:**

**Munger, Tolles & Olson LLP**

**355 South Grand Avenue**

**Los Angeles, California 90071**

**(213) 683-9100**

**Attention: Mary Ann Todd**

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

**December 10, 2015**

**(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 that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box ¨.

***Note***. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* § 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on 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 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*).

13D

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

ANDERSON BAMM HOLDINGS, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x (b) ¨

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

WITH 0

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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

..

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

0%

14 TYPE OF REPORTING PERSON

OO

13D

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

CHARLES C. ANDERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x (b) ¨

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

WITH 0

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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

..

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

0%

14 TYPE OF REPORTING PERSON

IN

13D

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

HILDA B. ANDERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x (b) ¨

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

WITH 0

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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

..

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

0%

14 TYPE OF REPORTING PERSON

IN

13D

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

JOEL R. ANDERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x (b) ¨

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

WITH 0

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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

..

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

0%

14 TYPE OF REPORTING PERSON

IN

13D

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

CHARLES C. ANDERSON, JR.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x (b) ¨

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

WITH 0

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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

..

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

0%

14 TYPE OF REPORTING PERSON

IN

13D

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

CHARLES C. ANDERSON, III

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x (b) ¨

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

WITH 0

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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

..

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

0%

14 TYPE OF REPORTING PERSON

IN

13D

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

TERRENCE C. ANDERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x (b) ¨

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF/OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

WITH 0

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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

..

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

0%

14 TYPE OF REPORTING PERSON

IN

13D

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

CLYDE B. ANDERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x (b) ¨

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF/OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

WITH 0

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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

..

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

0%

14 TYPE OF REPORTING PERSON

IN

13D

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

HAROLD M. ANDERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x (b) ¨

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

WITH 0

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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

..

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

0%

14 TYPE OF REPORTING PERSON

IN

13D

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

HAYLEY ANDERSON MILAM

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x (b) ¨

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

WITH 0

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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

..

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

0%

14 TYPE OF REPORTING PERSON

IN

13D

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

ASHLEY RUTH ANDERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x (b) ¨

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

WITH 0

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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

..

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

0%

14 TYPE OF REPORTING PERSON

IN

13D

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

THE ASHLEY ANDERSON TRUST

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x (b) ¨

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

ALABAMA

| | | |
|---|---|---|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON | 7 | SOLE VOTING POWER<br>0 |
| | 8 | SHARED VOTING POWER<br>0 |
| | 9 | SOLE DISPOSITIVE POWER |

WITH 0

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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

..

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

0%

14 TYPE OF REPORTING PERSON

OO

13D

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

LAUREN A. ANDERSON IRREVOCABLE TRUST

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x (b) ¨

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

TENNESSEE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

WITH 0

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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

..

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

0%

14 TYPE OF REPORTING PERSON

OO

13D

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

OLIVIA BARBOUR ANDERSON 1995 TRUST

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x (b) ¨

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

ALABAMA

| | | |
|---|---|---|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON | 7 | SOLE VOTING POWER<br>0 |
| | 8 | SHARED VOTING POWER<br>0 |
| | 9 | SOLE DISPOSITIVE POWER |

WITH 0

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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

..

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

0%

14 TYPE OF REPORTING PERSON

OO

13D

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

ALEXANDRA RUTH ANDERSON IRREVOCABLE TRUST

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x (b) ¨

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

ALABAMA

| | | |
|---|---|---|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON | 7 | SOLE VOTING POWER<br>0 |
| | 8 | SHARED VOTING POWER<br>0 |
| | 9 | SOLE DISPOSITIVE POWER |

WITH 0

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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

..

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

0%

14 TYPE OF REPORTING PERSON

OO

13D

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

FIRST ANDERSON GRANDCHILDREN S TRUST FBO CHARLES C. ANDERSON, III

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x (b) ¨

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

WITH 0

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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

..

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

0%

14 TYPE OF REPORTING PERSON

OO

13D

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

FIRST ANDERSON GRANDCHILDREN S TRUST FBO HAYLEY E. ANDERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x (b) ¨

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

WITH 0

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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

..

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

0%

14 TYPE OF REPORTING PERSON

OO

13D

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

FIRST ANDERSON GRANDCHILDREN S TRUST FBO LAUREN A. ANDERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x (b) ¨

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

WITH 0

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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

..

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

0%

14 TYPE OF REPORTING PERSON

OO

13D

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

SECOND ANDERSON GRANDCHILDREN S TRUST FBO ALEXANDRA R. ANDERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x (b) ¨

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

WITH 0

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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

..

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

0%

14 TYPE OF REPORTING PERSON

OO

13D

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

THIRD ANDERSON GRANDCHILDREN S TRUST FBO TAYLOR C. ANDERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x (b) ¨

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

WITH 0

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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

..

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

0%

14 TYPE OF REPORTING PERSON

OO

13D

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

FOURTH ANDERSON GRANDCHILDREN S TRUST FBO CARSON C. ANDERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x (b) ¨

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

WITH 0

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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

..

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

0%

14 TYPE OF REPORTING PERSON

OO

13D

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

FIFTH ANDERSON GRANDCHILDREN S TRUST FBO HAROLD M. ANDERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x (b) ¨

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

WITH 0

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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

..

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

0%

14 TYPE OF REPORTING PERSON

OO

13D

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

SIXTH ANDERSON GRANDCHILDREN S TRUST FBO BENTLEY B. ANDERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x (b) ¨

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

WITH 0

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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

..

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

0%

14 TYPE OF REPORTING PERSON

OO

13D

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

THE CHARLES C. ANDERSON FAMILY FOUNDATION

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x (b) ¨

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

ALABAMA

| | | |
|---|---|---|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON | 7 | SOLE VOTING POWER<br>0 |
| | 8 | SHARED VOTING POWER<br>0 |
| | 9 | SOLE DISPOSITIVE POWER |

WITH 0

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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

..

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

0%

14 TYPE OF REPORTING PERSON

OO

13D

CUSIP No. 098570-10-4

| | | |
|---|---|---|
| 1 | NAME OF REPORTING PERSON | |
| | THE JOEL R. ANDERSON FAMILY FOUNDATION | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | |
| | (a) x (b) ¨ | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS | |
| | OO | |
| 5 | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) | |
| | .. | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION | |
| | ALABAMA | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON | 7 SOLE VOTING POWER | 0 |
| | 8 SHARED VOTING POWER | 0 |
| | 9 SOLE DISPOSITIVE POWER | |

WITH 0

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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

..

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

0%

14 TYPE OF REPORTING PERSON

OO

13D

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

THE CLYDE AND SUMMER ANDERSON FOUNDATION (formerly The Clyde B. Anderson Family Foundation)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x (b) ¨

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

¨

6 CITIZENSHIP OR PLACE OF ORGANIZATION

ALABAMA

| | | |
|---|---|---|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON | 7 | SOLE VOTING POWER<br>0 |
| | 8 | SHARED VOTING POWER<br>0 |
| | 9 | SOLE DISPOSITIVE POWER |

WITH 0

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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

..

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

0%

14 TYPE OF REPORTING PERSON

OO

13D

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

KAYRITA M. ANDERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x (b) ¨

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

WITH 0

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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

..

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

0%

14 TYPE OF REPORTING PERSON

IN

13D

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

TERRANCE G. FINLEY

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x (b) ¨

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

WITH 0

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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

..

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

0%

14 TYPE OF REPORTING PERSON

IN

13D

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

R. TODD NODEN

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x (b) ¨

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

WITH 0

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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

..

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

0%

14 TYPE OF REPORTING PERSON

IN

13D

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

JAMES F. TURNER

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x (b) ¨

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

WITH 0

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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

..

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

0%

14 TYPE OF REPORTING PERSON

IN

This Amendment No. 19 (this ***Amendment***) amends and supplements the Schedule 13D (as previously amended, this ***Schedule 13D***) filed by the persons who are listed below as signatories to this Amendment with respect to the Common Stock, par value $0.01 (the ***Shares***), of Books-A-Million, Inc., a Delaware corporation, 402 Industrial Lane, Birmingham, Alabama 35211 (the ***Issuer***). All capitalized terms used in this Amendment and not otherwise defined herein have the meanings ascribed to such terms in the original Schedule 13D and prior amendments hereto.

The Reporting Persons beneficial ownership has dropped below the 5% Schedule 13D reporting threshold. Therefore, this Amendment constitutes the final amendment to the Reporting Persons Schedule 13D and an exit filing for the Reporting Persons and terminates the Reporting Persons obligation to further amend the Schedule 13D.

***Item 4. Purpose of Transaction***

Item 4 is hereby amended and supplemented by the addition of the following:

On December 10, 2015, pursuant to the terms of the Merger Agreement, and upon satisfaction of the conditions set forth therein, Sub was merged with and into the Issuer, with the Issuer surviving the Merger as a wholly-owned subsidiary of Parent. In connection with the Merger and pursuant to the Rollover Letter and the Management Rollover Agreements, the Reporting Persons contributed 9,744,593 Shares to Parent in exchange for equity interests in Parent (the ***Rollover Shares***).

Except for Shares owned by holders who have properly exercised dissenters rights under Delaware law, and except as described in the next sentence, on December 10, 2015, at the effective time of the Merger and by virtue of the Merger, each issued and outstanding share of the Issuer was cancelled and converted into the right to receive $3.25 in cash, without interest. On December 10, 2015, at the effective time of the Merger and by virtue of the Merger, each Share owned by the Issuer as treasury stock and all Shares owned by Parent and Sub immediately prior to the effective time (including the Rollover Shares) were cancelled at the effective time of the Merger without payment of any consideration.

As a result of the transactions described above, the Reporting Persons no longer beneficially own any Shares.

The foregoing description of the Merger does not purport to be complete, and is qualified in its entirety by reference to the Merger Agreement, which is filed as Exhibit 20 hereto and is incorporated by reference into this Item 4.

***Item 5. Interest in Securities of the Issuer***

Item 5 is hereby amended and restated in its entirety as follows:

(a)-(b) As a result of the transactions described in Item 4, as of December 10, 2015, the Reporting Persons no longer beneficially own any Shares. As such, the Reporting Persons no longer have any voting or dispositive power over any Shares.

(c) Except for the transactions described in Item 4, there were no transactions in the Shares effected by the Reporting Persons during the past 60 days.

(d) Not applicable.
(e) As a result of the transactions described in Item 4, on December 10, 2015, the Reporting Persons ceased to be the beneficial owners of more than five percent of the Shares.

**SIGNATURES**

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

Dated: December 10, 2015

ANDERSON BAMM HOLDINGS, LLC

By:

*

Name: Charles C. Anderson

Title: Director

*

Charles C. Anderson

*

Hilda B. Anderson

*

Joel R. Anderson

*

Charles C. Anderson, Jr.

*

Charles C. Anderson, III

*

Terrence C. Anderson

*

Clyde B. Anderson

*

Harold M. Anderson

34

*

Hayley Anderson Milam

*

Ashley Ruth Anderson

*

Kayrita M. Anderson

THE ASHLEY ANDERSON TRUST

By: *
Name: Cumberland Trust Investment Company
Title: Trustee

LAUREN A. ANDERSON IRREVOCABLE TRUST

By: *
Name: Martin R. Abroms
Title: Trustee

OLIVIA BARBOUR ANDERSON 1995 TRUST

By: *
Name: Terrence C. Anderson
Title: Trustee

ALEXANDRA RUTH ANDERSON IRREVOCABLE TRUST

By: *
Name: Charles C. Anderson
Title: Trustee

FIRST ANDERSON GRANDCHILDREN S TRUST FBO CHARLES C. ANDERSON, III

By: *
Name: SunTrust Delaware Trust Company
Title: Trustee

FIRST ANDERSON GRANDCHILDREN S TRUST FBO HAYLEY E. ANDERSON

By: *
Name: SunTrust Delaware Trust Company
Title: Trustee

FIRST ANDERSON GRANDCHILDREN S TRUST FBO LAUREN A. ANDERSON

By: *
Name: SunTrust Delaware Trust Company
Title: Trustee

SECOND ANDERSON GRANDCHILDREN S TRUST FBO ALEXANDRA R. ANDERSON

By: *
Name: SunTrust Delaware Trust Company
Title: Trustee

THIRD ANDERSON GRANDCHILDREN S TRUST FBO TAYLOR C. ANDERSON

By: *
Name: SunTrust Delaware Trust Company
Title: Trustee

36

FOURTH ANDERSON GRANDCHILDREN S TRUST FBO CARSON C. ANDERSON

By: *
Name: SunTrust Delaware Trust Company
Title: Trustee

FIFTH ANDERSON GRANDCHILDREN S TRUST FBO HAROLD M. ANDERSON

By: *
Name: SunTrust Delaware Trust Company
Title: Trustee

SIXTH ANDERSON GRANDCHILDREN S TRUST FBO BENTLEY B. ANDERSON

By: *
Name: SunTrust Delaware Trust Company
Title: Trustee

THE CHARLES C. ANDERSON FAMILY FOUNDATION

By: *
Name: Charles C. Anderson
Title: Chairman

THE JOEL R. ANDERSON FAMILY FOUNDATION

By: *
Name: Joel R. Anderson
Title: Chairman

THE CLYDE AND SUMMER ANDERSON FOUNDATION

By: *
Name: Clyde B. Anderson
Title: Chairman

/s/ Terrance G. Finley
Terrance G. Finley

/s/ R. Todd Noden
R. Todd Noden

/s/ James F. Turner
James F. Turner

As attorney-in-fact*

ABROMS & ASSOCIATES, P.C.

By: /s/ Martin R. Abroms
Name: Martin R. Abroms
Title: President