BARNES & NOBLE INC
Form SC 13D
February 17, 2012

UNITED STATES

SECURITIES & EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment ___)*

BARNES & NOBLE, INC.

(Name of Issuer)

COMMON STOCK, $0.001 PAR VALUE PER SHARE

(Title of Class of Securities)

067774109

(CUSIP Number)

Michael Glickstein

G Asset Management, LLC

546 Fifth Avenue, 14th Floor

New York NY 10036

Tel: (646) 840-5417

(Name, address and telephone number of person

authorized to receive notices and communications)

February 17, 2012

(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(e), 13d-1(f) or 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 Rule 13d-7 for other parties to whom copies are to be sent.

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*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 the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for purposes 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).

CUSIP No. 067774109 13D Page 2 of 28 Pages

1.	Names of Reporting Persons. G Asset Management, LLC
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) 01-0927016
2.	Check the Appropriate Box if a Member of a Group (See Instructions)** (a) £ (b) £
3.	SEC Use Only
4.	Source of Funds (See Instructions)** AF
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) £
6.	Citizenship or Place of Organization Delaware

Number of Shares	7. Sole Voting Power

Beneficially Owned by Each Reporting Person With		0
	8.	Shared Voting Power 3,020,175
	9.	Sole Dispositive Power 0
	10.	Shared Dispositive Power 3,020,175

11. Aggregate Amount Beneficially Owned by Each Reporting Person
3,020,175

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)** £

13. Percent of Class Represented by Amount in Row (11)
5.0%

14. Type of Reporting Person (See Instructions)**
IA

** SEE INSTRUCTIONS BEFORE FILLING OUT

1.	Names of Reporting Persons. Michael Glickstein
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
2.	Check the Appropriate Box if a Member of a Group (See Instructions)** (a) £ (b) £
3.	SEC Use Only
4.	Source of Funds (See Instructions)** AF
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) £
6.	Citizenship or Place of Organization USA

Number of Shares Beneficially Owned by Each Reporting	7.	Sole Voting Power 0
	8.	Shared Voting Power

Person With 3,020,175

9. Sole Dispositive Power

0

10. Shared Dispositive Power

3,020,175

11. Aggregate Amount Beneficially Owned by Each Reporting Person

3,020,175

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)** £

13. Percent of Class Represented by Amount in Row (11)

5.0%

14. Type of Reporting Person (See Instructions)**

IN

** SEE INSTRUCTIONS BEFORE FILLING OUT

Item 1. Security and Issuer.

This statement relates to the common stock, $0.001 par value per share ("Common Stock") of Barnes & Noble, Inc. (“Barnes & Noble” or the "Company"). The Company's principal executive offices are located at 122 Fifth Avenue, New York, NY 10011.

Item 2. Identity and Background.

(a) This statement is filed by:

(i) **G Asset Management, LLC**, a Delaware limited liability company (“G Asset Management”). G Asset Management serves as the private investment manager to the following collective investment vehicles: (A) G Real Estate Partners, LP, a Delaware limited partnership (“G RE Partners”), (B) G Value Partners, LP, a Delaware limited partnership (“G Value Partners”) and (C) G Value Fund, LLC, a Delaware limited liability company (“GVF”), and also serves as private investment manager to certain managed accounts. G Asset Management additionally serves as the managing member of GVF;

and

(ii) **Michael Glickstein**, a United States citizen. Mr. Glickstein serves as the managing member of G Asset Management, G Real Estate Partners GP, LLC (the general partner of G RE Partners) and G Value Partners GP, LLC (the general partner of G Value Partners).

G Asset Management and Mr. Glickstein are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate parties.

(b) The business address of each of G Asset Management and Mr. Glickstein is 546 Fifth Avenue, 14th Floor, New York NY 10036.

(c) The principal business of G Asset Management is that of serving as private investment manager to certain collective investment vehicles and certain managed accounts, during the course of which it engages in the purchase and sale of various securities. Mr. Glickstein's principal occupation is serving as managing member of G Asset Management, G Real Estate Partners GP, LLC and G Value Partners GP, LLC.

(d) None of the Reporting Persons has, during the last five years, been

convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) None of the Reporting Persons has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

The net investment cost (including commissions, if any) of the Common Stock as to which the Reporting Persons exercise voting or dispositive power as of the date hereof, including options over Common Stock exercisable within 60 days of the date hereof, was approximately $1,600,000. All of such funds were obtained (and the funds for future option exercises, if any, will be obtained) from the working capital of G RE Partners, G Value Partners, GVF and the private managed accounts for which the Reporting Persons have invested in Common Stock, respectively, with certain securities purchases in certain instances being made on margin pursuant to customary market terms.

Item 4. Purpose of Transaction.

The Common Stock and options over Common Stock have been acquired for investment purposes. The Reporting Persons believe the Company is substantially undervalued in its current form, and have communicated with the directors of the Company on a number of occasions to set forth their analysis of the Company's potential worth and their proposals for unlocking additional value for shareholders, in particular their proposals that the Company execute as soon as practicable a spinoff of the NOOK business, possibly through a rights offering to current Barnes & Noble shareholders in which each Barnes & Noble shareholder would receive rights to exchange a proportion of their Barnes & Noble shares for NOOK shares, or an equity carve-out of the NOOK business. See the letters and attachments thereto appended to this statement as Exhibits 99.2, 99.3 and 99.4, including the analysis attached to Exhibit 99.4. The Reporting Persons have also been communicating with other shareholders regarding the value and potential value of the Company.

Consistent with their investment intent, the Reporting Persons may from time to time in the future discuss with the Company's directors, management, other shareholders and others, the Company's business, operations, performance, strategic direction, capital structure, prospects and other matters, including ways of maximizing stockholder value that may or may not include extraordinary transactions. The Reporting Persons also intend to participate in the affairs of the Company through the exercise of voting rights with respect to the holdings of Common Stock they manage.

Notwithstanding anything herein to the contrary, the Reporting Persons expect to continuously review the investments in Barnes & Noble that they manage and, depending on various factors, including but not limited to the market price of the Common Stock, the terms and conditions of potential available transactions, prevailing market conditions, liquidity and diversification objectives and such other considerations as the Reporting Persons deem relevant, may at any time or from time to time, and subject to regulatory compliance, acquire or dispose of shares of Common Stock or other securities convertible into or exercisable or exchangeable for Common Stock, on the open market, in privately negotiated transactions, directly from the Company, upon the conversion, exercise or exchange of securities convertible into or exercisable or

exchangeable for Common Stock, or otherwise.

Except as otherwise expressly described herein, no Reporting Person has any plan or proposal that relates to or would result in any of the transactions or other matters specified in clauses (a) through (j) of Item 4 of Schedule 13D. Each Reporting Person may, at any time and from time to time, review or reconsider his or its position and/or change his or its purpose and/or formulate plans or proposals with respect thereto.

Item 5. Interest in Securities of the Issuer.

For each Reporting Person:

(a) Aggregate number of shares beneficially owned: 3,020,175*
Percentage: 5.0%**

(b) 1. Sole power to vote or direct vote: 0
2. Shared power to vote or direct vote: 3,020,175*
3. Sole power to dispose or direct the disposition: 0
4. Shared power to dispose or direct the disposition: 3,020,175*

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* Consisting of 41,575 shares of Common Stock and 2,978,600 shares subject to options exercisable within 60 days of this statement.

** For purposes of calculating the percentages set forth in this statement, the number of shares of Common Stock outstanding is assumed to be 60,175,137, which is the number of shares of Common Stock referred to by the Company in its Quarterly Report on Form 10-Q for the period ended October 29, 2011. Before rounding, the percentage beneficially owned is 5.018%.

(c) The transaction dates, amounts of securities involved and the price per share or unit for all of the transactions in Common Stock or options over Common Stock effected by the Reporting Persons within the last sixty days are set forth in Schedule A to this statement, which is incorporated herein by reference. All of such transactions were effected in the open market.

(d) The collective investment vehicles and managed accounts referred to in Item 2 hereof have the right to receive any dividends from, or the proceeds from the sale of, the Common Stock owned by such vehicles and accounts, respectively.

(e) Not applicable.

Each of the Reporting Persons disclaims beneficial ownership of the Common Stock and options referred to herein, except to the extent of their respective pecuniary interests therein.

ITEM 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

The options over Common Stock have been acquired on the open market and are subject to various customary terms governing their exercise.

Aside from the foregoing, none of the Reporting Persons is a party to any contract, arrangement, understanding or relationship (legal or otherwise) with any person with respect to any securities of the Company, including but not limited to transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies or a pledge or contingency the occurrence of which would give another person voting power over such securities.

ITEM 7. Material to be Filed as Exhibits.

Exhibit Description

99.1 Joint filing agreement pursuant to Rule 13d-1(k)

99.2 April 5, 2011 letter from Michael Glickstein of G Asset Management, LLC to Leonard Riggio, Chairman of Barnes & Noble, Inc.

99.3 November 16, 2011 letter from Michael Glickstein of G Asset Management, LLC to the Board of Directors of Barnes & Noble, Inc.

99.4 February 17, 2011 letter from Michael Glickstein of G Asset Management, LLC to the Board of Directors of Barnes & Noble, Inc., with attachments

SIGNATURES

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

DATED: February 17, 2012

/s/ Michael Glickstein

Michael Glickstein, individually

G Asset Management, LLC

By: /s/ Michael Glickstein

Michael Glickstein, its managing member

Schedule A

COMMON STOCK:

Date of Transaction	Number of Shares Purchased/Sold [sales denoted by - sign]	Price Per Share (including commissions, if any)
2011-12-16	300	15.95
2011-12-16	500	15.95
2011-12-16	200	16.05
2011-12-16	2,600	10.00
2011-12-16	20,500	16.00
2011-12-19	-2,000	16.10
2011-12-19	-1,000	16.08
2011-12-19	-2,000	15.55
2011-12-19	-1,000	15.55
2011-12-19	-1,000	15.55
2011-12-19	-1,000	15.55
2011-12-19	-1,000	15.55
2011-12-19	-1,000	15.50
2011-12-19	-1,000	15.47
2011-12-27	-1,000	14.58
2011-12-27	-1,000	14.60
2011-12-27	-1,000	14.58
2011-12-27	-1,000	14.55
2011-12-27	-1,000	14.55
2011-12-27	-1,000	14.55
2011-12-27	-1,000	14.56
2011-12-27	-1,000	14.56
2011-12-27	-1,000	14.56
2011-12-27	-1,000	14.53
2011-12-27	-1,000	14.52
2011-12-27	-1,000	14.50
2011-12-28	-1,110	14.25
2012-01-03	1,000	14.88
2012-01-03	1,000	15.02
2012-01-03	1,000	14.28

2012-01-04	300	13.57
2012-01-04	1,000	13.53
2012-01-04	1,000	13.51

2012-01-04	-1,000	13.30
2012-01-05	-1,000.00	11.03
2012-01-05	-1,000.00	10.70
2012-01-05	200	10.22
2012-01-05	200	10.26
2012-01-05	400	10.26
2012-01-05	400	10.26
2012-01-05	800	10.22
2012-01-05	300	10.28
2012-01-05	600	10.25
2012-01-05	3,000	10.29
2012-01-05	3,000	10.30
2012-01-05	2,000	10.30
2012-01-05	1,000	10.21
2012-01-05	1,000	10.24
2012-01-05	1,000	10.66
2012-01-05	1,000	10.66
2012-01-05	1,000	10.66
2012-01-05	1,000	10.67
2012-01-05	1,000	10.67
2012-01-05	1,000	10.64
2012-01-06	-1,000	11.72
2012-01-06	1,000	11.19
2012-01-06	1,000	11.20
2012-01-06	1,000	11.11
2012-01-06	1,000	11.11
2012-01-06	1,000	11.05
2012-01-06	1,000	11.05
2012-01-09	-1,000	11.55
2012-01-09	-1,000	11.53
2012-01-09	-1,000	11.45
2012-01-09	-1,000	11.57
2012-01-09	-1,000	11.53
2012-01-09	-1,000	11.73
2012-01-09	-1,000	11.72
2012-01-09	-1,000	11.53
2012-01-09	-1,000	11.62
2012-01-09	-400	11.63
2012-01-09	-500	11.66
2012-01-09	-900	11.75
2012-01-09	-1,000	11.77
2012-01-09	-1,000	11.80

2012-01-09	-1,000	11.71
2012-01-09	2,000	2.50
2012-01-09	1,000	2.50
2012-01-10	1,000	11.58
2012-01-10	1,000	11.56
2012-01-10	1,000	11.56
2012-01-10	1,000	11.52
2012-01-10	-1,000	11.66
2012-01-10	-1,000	11.70
2012-01-11	1,000	11.55
2012-01-13	1,000	11.29
2012-01-13	1,000	11.31
2012-01-13	1,000	11.32
2012-01-13	1,000	11.31
2012-01-13	1,000	11.31
2012-01-13	1,000	11.32
2012-01-13	1,000	11.33
2012-01-13	1,000	11.13
2012-01-13	1,000	10.94
2012-01-17	1,000	11.25
2012-01-17	1,000	11.25
2012-01-17	1,000	11.25
2012-01-17	1,000	11.23
2012-01-17	1,000	11.23
2012-01-19	-1,000	11.42
2012-01-19	-1,000	11.42
2012-01-19	-1,000	11.40
2012-01-19	-1,000	11.56
2012-01-19	-1,000	11.56
2012-01-19	-1,000	11.66
2012-01-20	1,000	11.77
2012-01-20	1,000	11.74
2012-01-20	500	11.74
2012-01-20	500	11.77
2012-01-20	2,000	9.00
2012-01-20	500	6.00
2012-01-24	204	12.11
2012-01-24	796	12.12
2012-01-24	1,000	12.13
2012-01-24	1,000	12.14
2012-01-24	-1,000	12.38
2012-01-24	-1,000	12.38

2012-01-24	-267	12.40
2012-01-24	-733	12.39
2012-01-26	1,000	12.22
2012-01-26	1,000	12.16
2012-01-26	1,000	12.15
2012-01-26	1,000	12.04
2012-01-26	1,000	12.01
2012-01-26	300	12.08
2012-01-27	1,000	12.04
2012-01-27	1,000	12.02
2012-01-27	1,000	12.02
2012-01-27	1,000	11.97
2012-01-30	1,000	11.72
2012-01-30	1,000	11.72
2012-01-31	-1,000	11.88
2012-01-31	-1,000	12.16
2012-01-31	-1,000	12.12
2012-01-31	-198	12.17
2012-01-31	-2,000	12.13
2012-01-31	-100	12.12
2012-01-31	-1,000	12.09
2012-02-01	1,000	11.96
2012-02-01	1,000	11.96
2012-02-01	1,000	11.96
2012-02-01	1,000	11.96
2012-02-01	1,000	11.83
2012-02-01	1,000	11.90
2012-02-02	-1,000	11.99
2012-02-03	-1,000	12.38
2012-02-03	-1,000	12.86
2012-02-03	-1,000	12.66
2012-02-03	-200	12.64
2012-02-03	-800	12.62
2012-02-06	1,000	12.75
2012-02-06	1,000	12.76
2012-02-06	-1,000	13.10
2012-02-06	-1,000	13.10
2012-02-06	-1,000	13.19
2012-02-06	-1,000	13.20
2012-02-06	-200	13.25
2012-02-06	-1,000	13.28
2012-02-06	-1,000	13.26

2012-02-07	-1,000	13.48
2012-02-07	-1,000	13.73
2012-02-07	-400	13.80
2012-02-07	-1,000	13.83
2012-02-08	1,000	13.63
2012-02-08	1,000	13.64
2012-02-08	1,000	13.57
2012-02-09	1,000	13.41
2012-02-09	1,000	13.39
2012-02-09	-200	13.45
2012-02-09	-1,000	13.41
2012-02-09	-1,000	13.40
2012-02-09	-1,000	13.37
2012-02-09	-1,000	13.41
2012-02-09	-1,000	13.40
2012-02-09	-1,000	13.47
2012-02-09	-1,000	13.46
2012-02-09	-1,000	13.40
2012-02-09	-100	13.40
2012-02-09	-1,000	13.37
2012-02-09	-1,000	13.36
2012-02-09	-1,000	13.36
2012-02-10	100	13.10
2012-02-10	1,000	13.13
2012-02-10	1,000	13.12
2012-02-10	1,000	13.10
2012-02-10	1,000	13.10
2012-02-10	100	13.20
2012-02-10	1,000	12.95
2012-02-10	1,000	12.95
2012-02-10	1,000	12.95
2012-02-10	1,000	12.97
2012-02-10	1,000	12.89
2012-02-10	1,000	12.89
2012-02-10	1,000	12.90
2012-02-10	1,000	12.82
2012-02-10	500	12.76
2012-02-10	1,000	12.77
2012-02-10	-1,000	13.19
2012-02-10	-1,000	13.18
2012-02-10	-1,000	13.28
2012-02-10	-1,000	13.29

2012-02-10	-1,000	13.38
2012-02-10	-1,000	13.38
2012-02-10	-800	13.38
2012-02-10	-1,000	13.36
2012-02-10	-1,000	13.63
2012-02-10	1,000	13.05
2012-02-13	1,000	12.82
2012-02-13	1,000	12.82
2012-02-13	1,000	12.81
2012-02-13	1,000	13.13
2012-02-13	-1,000	13.38
2012-02-13	-1,000	13.38
2012-02-13	-1,000	13.38
2012-02-13	-1,000	13.39
2012-02-13	-1,000	13.42
2012-02-13	-1,000	13.48
2012-02-14	1,000	12.98
2012-02-14	1,000	13.01
2012-02-14	300	13.08
2012-02-14	-1,000	13.29
2012-02-14	-1,000	13.29
2012-02-14	-1,000	13.81
2012-02-14	-1,000	13.80
2012-02-14	-1,000	13.90
2012-02-14	-700	14.54
2012-02-14	-100	14.46
2012-02-14	-900	14.35
2012-02-15	1,000	13.92
2012-02-15	1,000	13.92
2012-02-15	1,000	14.00
2012-02-15	1,000	14.00
2012-02-15	100	14.00
2012-02-15	1,000	14.00
2012-02-16	600	13.79
2012-02-16	100	13.79
2012-02-16	200	13.79
2012-02-16	100	13.79
2012-02-16	100	13.40
2012-02-16	900	13.40
2012-02-16	300	13.37
2012-02-16	100	13.37
2012-02-16	100	13.37

2012-02-16 100 13.37
2012-02-16 400 13.37
2012-02-16 200 13.37
2012-02-16 100 13.37
2012-02-16 400 13.42
2012-02-16 600 13.42
2012-02-16 200 13.41
2012-02-16 300 13.41
2012-02-16 260 13.41
2012-02-16 100 13.42
2012-02-16 140 13.42
2012-02-16 100 13.54
2012-02-16 600 13.54
2012-02-16 100 13.45
2012-02-16 200 13.45
2012-02-16 700 13.45
2012-02-16 100 13.45
2012-02-16 100 13.45
2012-02-16 100 13.45
2012-02-16 100 13.45
2012-02-16 100 13.45
2012-02-16 100 13.45
2012-02-16 400 13.45
2012-02-16 36 13.48
2012-02-16 100 13.48
2012-02-16 700 13.48
2012-02-16 164 13.48
2012-02-16 100 13.38
2012-02-16 100 13.38
2012-02-16 100 13.38
2012-02-16 100 13.38
2012-02-16 200 13.38
2012-02-16 300 13.38
2012-02-16 100 13.38
2012-02-16 300 13.36
2012-02-16 100 13.36
2012-02-16 100 13.36
2012-02-16 100 13.36
2012-02-16 200 13.36
2012-02-16 200 13.36
2012-02-16 200 13.37

2012-02-16 100 13.37
2012-02-16 100 13.37
2012-02-16 200 13.37
2012-02-16 300 13.37
2012-02-16 100 13.37

OPTIONS OVER COMMON STOCK

(each option exercisable for 100 shares of Common Stock):

Date of Transaction	Number of Options Purchased/Sold [sales denoted by - sign]	Price Per Option (including commissions, if any)
2011-12-16	1000	.1
2011-12-16	1000	.15
2011-12-16	1000	.1
2011-12-16	1000	.05
2011-12-16	1000	.05
2011-12-16	1000	.05
2011-12-16	1000	.05
2011-12-16	1000	.05
2011-12-16	1000	.05
2011-12-19	1000	.24
2011-12-19	1000	.25
2011-12-19	1000	.25
2011-12-19	1000	.25
2011-12-27	20	1.10
2011-12-27	10	12.4
2011-12-27	10	12.4
2011-12-27	60	1.1
2011-12-27	60	0.6
2011-12-28	32	0.1
2011-12-28	30	1

2011-12-28	16	0.1
2011-12-30	30	0.1
2011-12-30	100	0.15
2011-12-30	30	0.55
2012-01-03	60	0.05
2012-01-03	30	2.5
2012-01-03	40	0.1
2012-01-03	30	2.3

2012-01-05 -60 0.75
2012-01-05 60 0.20
2012-01-05 30 0.53
2012-01-05 100 0.1
2012-01-05 30 2.7
2012-01-05 20 7.85
2012-01-05 60 0.5
2012-01-05 -40 2.95
2012-01-05 -40 2.9
2012-01-05 -50 2.9
2012-01-05 -50 2.9
2012-01-05 50 1.9
2012-01-05 40 4.7
2012-01-05 20 8.2
2012-01-05 100 0.05
2012-01-05 60 0.6
2012-01-05 100 0.1
2012-01-05 100 0.05
2012-01-05 100 0.05
2012-01-05 -20 4.3
2012-01-05 30 4.7
2012-01-06 -40 0.9
2012-01-06 -30 9.2
2012-01-06 -30 2.75
2012-01-06 -60 0.9

2012-01-06	-20	5.6
2012-01-06	-60	2.5
2012-01-06	-60	2.05
2012-01-06	-60	2.05
2012-01-06	100	0.5
2012-01-06	100	0.38
2012-01-06	100	0.39
2012-01-06	100	0.4
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