
(a) - (c)

This Statement is being filed by the Reporting Person. The principal business address of the Reporting Person is 12300 Liberty Boulevard, Englewood, Colorado 80112. The Reporting Person owns interests in a broad range video and online commerce businesses including QVC, Provide Commerce, Backcountry.com, Celebrate Interactive, Bodybuilding.com, Evite, and Expedia.

(d) - (f)

Schedule 1 attached to this Statement and incorporated herein by reference provides the requested information with respect to (i) each executive officer and director, as applicable, of the Reporting Person; (ii) each person controlling the Reporting Person; and (iii) each executive officer and director of any corporation or other person ultimately in control of the Reporting Person (the "Schedule 1 Persons"). Each of such executive officers, controlling persons and directors is a citizen of the United States, unless otherwise noted on Schedule 1.

During the last five years, neither the Reporting Person nor any of the Schedule 1 Persons (to the knowledge of the Reporting Person) has been convicted in a

- (i) A class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Act; or
- (j) Any action similar to any of those enumerated in items (a)-(i) above.

Item 5. Interest in Securities of the Issuer

- (a) - (c)

Following the receipt of early termination of the waiting period under the HSR Act in connection with Purchaser's acquisition of the Series J Preferred Stock, the Reporting Person became the beneficial owner of 12,000,000 shares of Common Stock, which represented 16.6% of the shares of Common Stock outstanding, based upon 60,151,310 shares of Common Stock outstanding as of September 12, 2011, as disclosed in the Issuer's Definitive Proxy Statement filed with the Securities and Exchange Commission on September 14, 2011. Following the completion of the Split-Off on September 23, 2011, the Reporting Person ceased to beneficially own any shares of Common Stock.

Subject to the terms of the Certificate of Designations and the Investment Agreement, prior to the Split-Off, the Reporting Person had the sole power to vote or to direct the voting of shares of Common Stock beneficially owned by it and had the sole power to dispose or direct the disposition of such shares. The Reporting Person held such sole voting and dispositive power indirectly through its 100% ownership interest in Purchaser.

Other than as disclosed in this Statement, no transactions were effected by the Reporting Person, or, to the knowledge of the Reporting Person, any Schedule 1 Person, with respect to the Common Stock during the 60 days preceding the date hereof. On August 19, 2011, Donne F. Fisher, a former director of Liberty, purchased 20,000 shares of Common Stock at a price of \$10.29 per share in an open market transaction.

- (d) Not applicable.
- (e) September 23, 2011.

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

On August 18, 2011, Purchaser entered into the Investment Agreement with the Issuer and the Issuer filed the Certificate of Designations with the Secretary of State of the State of Delaware. The following is a summary of certain of the material terms of the Investment Agreement:

On September 20, 2011, in accordance with the terms of the Certificate of Designations, Purchaser elected Messrs. Maffei and Carleton to serve as the Preferred Directors. Holders of Series J Preferred Stock have the right to designate a replacement director to the board of directors of the Issuer in order to fill any vacancy of a Preferred Director.

Each Preferred Director will be entitled to attend meetings of the standing committees of the board of directors of the Issuer as a non-voting observer, subject to compliance with the applicable rules of the New York Stock Exchange.

Item 7. Material to be Filed as Exhibits

- 7(a) Investment Agreement, dated as of August 18, 2011, between Barnes & Noble, Inc. and Liberty GIC, Inc. (filed as Exhibit 10.1 to the Issuer's Current Report on Form 8-K (SEC File No. 001-12302) dated August 18, 2011 and incorporated herein by reference).
- 7(b) Certificate of Designations of Senior Convertible Redeemable Series J Preferred Stock of Barnes & Noble, Inc., dated August 18, 2011 (filed as Exhibit 3.1 to the Issuer's Current Report on Form 8-K (SEC File No. 001-12302) dated August 18, 2011 and incorporated herein by reference).

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Signature

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

Dated: September 29, 2011

LIBERTY INTERACTIVE CORPORATION

By: /s/ Charles Y. Tanabe

Name: Charles Y. Tanabe

Title:

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Schedule 1

**DIRECTORS AND EXECUTIVE OFFICERS
OF
LIBERTY INTERACTIVE CORPORATION**

The name and present principal occupation of each director and executive officer of the Reporting Person are set forth below. Unless otherwise noted, the business address for each person listed below is c/o Liberty Interactive Corporation, 12300 Liberty Boulevard, Englewood, Colorado 80112. All executive officers and directors listed are United States citizens, except for David J.A. Flowers, who is a citizen of Canada, and M. Ian G. Gilchrist, who is a citizen of the United States and Canada.

Name and Business Address (if applicable)	Principal Occupation and Principal Business (if applicable)
John C. Malone	Chairman of the Board and Director of Liberty
Gregory B. Maffei	President, Chief Executive Officer and Director of Liberty
Robert R. Bennett	Director of Liberty; President of Hilltop Investments LLC
Michael George	Director of Liberty; President and Chief Executive Officer of QVC, Inc.
M. Ian G. Gilchrist	Director of Liberty
Evan D. Malone	Director of Liberty; Owner and Manager of 1525 South Street LLC
David E. Rapley	Director of Liberty
M. LaVoy Robison 1727 Tremont Place Denver, Colorado 80202	Director of Liberty
Andrea L. Wong	Director of Liberty; President, International Production, Sony Pictures Television and President, International, Sony Pictures Entertainment
David J.A. Flowers	Senior Vice President and Treasurer of Liberty
Christopher W. Shean	Senior Vice President and Controller of Liberty
Charles Y. Tanabe	roller oBe oS 52ty

