

BARNES & NOBLE INC  
Form 8-K  
September 18, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Date of report (Date of earliest event reported) September 18, 2014 (September 17, 2014)**

**BARNES & NOBLE, INC.**

**(Exact Name of Registrant as Specified in Its Charter)**

**Delaware**  
**(State or Other Jurisdiction**  
  
**of Incorporation)**

**1-12302**  
**(Commission**  
  
**File Number)**

**06-1196501**  
**(IRS Employer**  
  
**Identification No.)**

**122 Fifth Avenue,**

**New York, NY**

**(Address of Principal Executive Offices)**

**10011**

**(Zip Code)**

**Registrant's Telephone Number, Including Area Code: (212) 633-3300**

**(Former Name or Former Address, if Changed Since Last Report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

The 2014 Annual Meeting of Stockholders (the Annual Meeting ) of the Company was held on September 17, 2014. The voting results for each of the proposals submitted to a vote of the stockholders of the Company at the Annual Meeting are set forth below.

**Election of Directors.** The Company's stockholders elected the Board's nominees as Directors of the Company by the following vote:

Name	Votes For	Votes Withheld	Broker Non-Votes
George Campbell Jr.	46,635,924	700,467	10,796,354
Mark D. Carleton	41,787,859	5,548,532	10,796,354
Michael P. Huseby	47,019,888	316,503	10,796,354

Messrs. Campbell, Carleton and Huseby will hold office until the 2017 Annual Meeting of Stockholders of the Company and until their respective successors are elected and qualified.

**Advisory (non-binding) Vote on Executive Compensation.** The Company's stockholders approved, on an advisory basis, compensation of the Company's named executive officers by an affirmative vote of a majority of the votes cast on the proposal. The results of voting on the proposal are set forth below:

Votes For	Votes Against	Abstentions	Broker Non-Votes
37,239,382	9,735,114	361,895	10,796,354

**Ratification of the Appointment of Ernst & Young LLP as the Independent Registered Public Accountants of the Company for the Fiscal Year Ending May 2, 2015.** The Company's stockholders approved the proposal by the following vote:

Votes For	Votes Against	Abstentions
57,905,421	113,334	113,990

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BARNES & NOBLE, INC.

(Registrant)

By: /s/ Peter M. Herpich  
Peter M. Herpich

Vice President and Corporate Controller

(principal accounting officer)

Date: September 18, 2014