

BARNES & NOBLE INC  
Form 8-K  
October 04, 2018

**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): October 4, 2018 (October 3, 2018)**

**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, New York**  
**(Address of principal executive offices)**

**10011**  
**(Zip Code)**

**Registrant's telephone number, including area code: (212) 633-3300**

**Not Applicable**

**(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:

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))  
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

The 2018 Annual Meeting of Stockholders (the Annual Meeting ) of the Company was held on October 3, 2018. At the Annual Meeting, the holders of 68,284,286 shares of the Company s common stock were present in person or represented by proxy, which represents 93.52% of the total shares of outstanding common stock entitled to vote as of the record date of August 6, 2018. 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:

<b>Name</b>	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Broker Non-Votes</b>
Scott S. Cowen	45,058,872	9,178,475	14,046,939
William Dillard, II	42,298,326	11,939,021	14,046,939
Patricia L. Higgins	51,951,766	2,285,581	14,046,939

Messrs. Cowen and Dillard and Ms. Higgins will hold office until the 2019 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:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
46,218,416	7,764,816	254,115	14,046,939

**Ratification of the Appointment of Ernst & Young LLP as the Independent Registered Public Accountants of the Company for the Fiscal Year Ending April 27, 2019.** The Company s stockholders approved the proposal by the following vote:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>
67,787,128	361,092	136,066

SIGNATURES

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 thereunto duly authorized.

BARNES & NOBLE, INC.,

Date: October 4, 2018

By: /s/ Bradley A. Feuer  
Name: Bradley A. Feuer  
Title: Vice President, General Counsel &  
Corporate Secretary