

BOOKS A MILLION INC

Form 4

December 14, 2015

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Anderson Hilda B

(Last) (First) (Middle)

C/O ABROMS &  
ASSOCIATES, 201 S. COURT  
STREET SUITE 610

(Street)

FLORENCE, AL 35630

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
BOOKS A MILLION INC [BAMM]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/10/2015

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title \_\_\_\_X\_\_\_\_ Other (specify  
below) below)

See Remarks Below

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3)                | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock,<br>\$0.01 par<br>value per<br>share | 12/10/2015                              |                                                             | J <sup>(1)</sup>                        | 14,111 D <u>1</u>                                                       | 0                                                                                                                  | D                                                                    |                                                                   |
| Common<br>Stock,<br>\$0.01 par<br>value per<br>share | 12/10/2015                              |                                                             | J <sup>(2)</sup>                        | 183,000 D <u>2</u>                                                      | 0                                                                                                                  | I                                                                    | See<br>Footnote<br>(3)                                            |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

| Reporting Owner Name / Address                                                                     | Relationships |           |         |                      |
|----------------------------------------------------------------------------------------------------|---------------|-----------|---------|----------------------|
|                                                                                                    | Director      | 10% Owner | Officer | Other                |
| Anderson Hilda B<br>C/O ABROMS & ASSOCIATES<br>201 S. COURT STREET SUITE 610<br>FLORENCE, AL 35630 |               |           |         | See Remarks<br>Below |

## Signatures

/s/ CLYDE B. ANDERSON, BY POWER OF  
ATTORNEY 12/14/2015

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Pursuant to the Agreement and Plan of Merger, dated as of July 13, 2015, by and among the Issuer, Family Acquisition Holdings, Inc. ("Parent") and Family Merger Sub, Inc. ("Sub"), on December 10, 2015, Sub merged with and into the Issuer, with the Issuer surviving as a wholly owned subsidiary of Parent (the "Merger"). In connection with the Merger, in accordance with the terms of that certain rollover letter, dated July 13, 2015, by and among Parent, the reporting person and certain other rollover investors (the "Rollover Letter"), the reporting person contributed these shares, valued at \$3.25 per share, to Parent immediately prior to the effectiveness of the Merger in exchange for capital stock in Parent.
- (2) Pursuant to the Rollover Letter, these shares, valued at \$3.25 per share, were contributed to Parent immediately prior to the effectiveness of the Merger in exchange for capital stock in Parent.

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- (3) 100,000 of these shares were held by Charles C. Anderson, and the remaining 83,000 shares were held by The Charles C. Anderson Family Foundation.

### Remarks:

The reporting person is filing this report because she may be deemed to be a member of a "group" (within the meaning of Section 1361(c)(2)(B)(i)).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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