

# **BARNES & NOBLE EDUCATION, INC.**

Reported by  
**HUSEBY MICHAEL**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 07/20/17 for the Period Ending 07/19/17

|             |  |
|-------------|--|
| Address     | 120 MOUNTAIN VIEW BOULEVARD<br>BASKING RIDGE, NJ 07920 |
| Telephone   | 908-991-2665   |
| CIK         | 0001634117   |
| Symbol      | BNED   |
| Fiscal Year | 04/30  |

# FORM 4

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

OMB APPROVAL  
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hours per response... 0.5

[ ] 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 or  
Section 30(h) of the Investment Company Act of 1940

|   |  |   |  |   |  |
|---|--|---|--|---|--|
| 1. Name and Address of Reporting Person *                   |  | 2. Issuer Name and Ticker or Trading Symbol       |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)  |  |
| HUSEBY MICHAEL  |  | Barnes & Noble Education, Inc. [ BNED ]           |  | <input checked="" type="checkbox"/> Director _____ 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below)<br><b>Executive Chairman</b> |  |
| (Last) (First) (Middle)                                     |  | 3. Date of Earliest Transaction (MM/DD/YYYY)      |  |   |  |
| C/O BARNES & NOBLE EDUCATION, INC., 120 MOUNTAIN VIEW BLVD. |  | 7/19/2017   |  |   |  |
| (Street)  |  | 4. If Amendment, Date Original Filed (MM/DD/YYYY) |  | 6. Individual or Joint/Group Filing (Check Applicable Line)   |  |
| BASKING RIDGE, NJ 07920                                     |  |   |  | <input type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person  |  |
| (City) (State) (Zip)  |  |   |  |   |  |

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

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |            |       | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|----------------|-----------------------------------|---------------------------|---|---|------------|-------|---|--|---|
|                                 |                |                                   | Code                      | V | Amount  | (A) or (D) | Price |   |  |   |
| Common Stock                    | 7/19/2017      |                                   | A                         |   | 211538<br>(1)   | A          | \$0   | 596639  | D  |   |

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

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 6. Date Exercisable and Expiration Date |     | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) |                 | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|---|--|---|-----|---|-----------------|--|--|--|--|
|  |  |                |                                   | Code                      | V |  | (A)                                     | (D) | Date Exercisable  | Expiration Date |  |  |  |  |

### Explanation of Responses:

- (1) Grant of Performance Units, which are earned based on a combination of the Company's performance as measured by EBITDA (75% of the Performance Units) and Barnes & Noble College New Business (25% of the Performance Units). The performance period is the two year period beginning April 30, 2017 and ending on April 27, 2019. Unearned Performance Units will be forfeited. Once earned, the Performance Units will be converted to shares of Company Common Stock on a one-for-one basis, and such shares will be subject to an additional one year holding period before they fully vest.

### Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                    |       |
|--|---------------|-----------|--------------------|-------|
|  | Director      | 10% Owner | Officer            | Other |
| HUSEBY MICHAEL<br>C/O BARNES & NOBLE EDUCATION, INC.<br>120 MOUNTAIN VIEW BLVD.<br>BASKING RIDGE, NJ 07920 | X             |           | Executive Chairman |       |

### Signatures

/s/ Michael Huseby

7/20/2017

\*\*Signature of Reporting Person

Date

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

\* 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).

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

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.