

**BARNES & NOBLE EDUCATION, INC.**  
Reported by  
**ABRAMS CAPITAL MANAGEMENT, L.P.**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 12/28/17 for the Period Ending 12/26/17

Address	120 MOUNTAIN VIEW BOULEVARD BASKING RIDGE, NJ, 07920
Telephone	908-991-2665
CIK	0001634117
Symbol	BNED
Fiscal Year	04/29

# FORM 4

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

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## 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 (Check all applicable)		
<b>ABRAMS CAPITAL MANAGEMENT, L.P.</b>			<b>Barnes &amp; Noble Education, Inc.   BNED</b>			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)					
<b>222 BERKELEY STREET, 21ST FLOOR</b>			<b>12/26/2017</b>					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>BOSTON, MA 02116</b>						<input type="checkbox"/> Form filed by One Reporting Person <input checked="" 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, par value \$0.01 ("Common Stock")	12/26/2017		S		57244	D	\$8.4860 (1)	6664848	I	See Footnotes (2)(3)(4)
Common Stock	12/27/2017		S		70121	D	\$8.5322	6594727	I	See Footnotes (2)(3)(5)
Common Stock	12/28/2017		S		2300	D	\$8.3217	6592427	I	See Footnotes (2)(3)(6)

**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	Title	Amount or Number of Shares				

### Explanation of Responses:

- Represents the weighted average sale price of shares sold in a series of open market transactions on the transaction date at prices ranging from \$8.4606 to \$8.53 per share. The Reporting Persons undertake to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each price.
- Shares reported herein as beneficially owned by Abrams Capital, LLC ("Abrams Capital") represent shares held for the account of private investment funds, including Abrams Capital Partners II, L.P. ("ACP II"), for which Abrams Capital serves as general partner. Shares reported herein for Abrams Capital Management, L.P. (the "LP") and Abrams Capital Management, LLC (the "LLC") represent the above-referenced shares beneficially owned by Abrams Capital and shares beneficially owned by another private investment fund for which the LP serves as investment manager. The LLC is the general partner of the LP. Shares reported herein for Mr. Abrams represent the above referenced shares reported for Abrams Capital and the LLC. Mr. Abrams is the managing member of Abrams Capital and the LLC.
- Each of the Reporting Persons disclaims beneficial ownership of the shares reported herein except to the extent of its or his pecuniary interest in such shares, and the inclusion of such securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose.
- Of the shares sold on December 26, 2017, 46,119 shares were held for the account of ACP II, 54,173 shares may be deemed to have been beneficially owned by Abrams Capital and all of such shares may be deemed to have been beneficially owned by Mr. Abrams, the LP and the LLC.
- Of the shares sold on December 27, 2017, 56,492 shares were held for the account of ACP II, 66,359 shares may be deemed to have been beneficially owned by Abrams Capital and all of such shares may be deemed to have been beneficially owned by Mr. Abrams, the LP and the LLC.
- Of the shares sold on December 28, 2017, 1,853 shares were held for the account of ACP II, 2,177 shares may be deemed to have been beneficially owned by Abrams Capital and all of such shares may be deemed to have been beneficially owned by Mr. Abrams, the LP and the LLC. As of December 28, 2017,

5,311,163 of the shares reported herein are held for the account of ACP II, Abrams Capital may be deemed to beneficially own 6,238,744 of the shares reported herein, and Mr. Abrams, the LP and the LLC may be deemed to beneficially own all of such shares.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ABRAMS CAPITAL MANAGEMENT, L.P. 222 BERKELEY STREET, 21ST FLOOR BOSTON, MA 02116		X		
ABRAMS CAPITAL MANAGEMENT, LLC 222 BERKELEY STREET, 21ST FLOOR BOSTON, MA 02116		X		
ABRAMS CAPITAL, LLC 222 BERKELEY STREET, 21ST FLOOR BOSTON, MA 02116		X		
Abrams Capital Partners II, L.P. 222 BERKELEY STREET, 21ST FLOOR BOSTON, MA 02116		X		
Abrams David C 222 BERKELEY STREET, 21ST FLOOR BOSTON, MA 02116		X		

**Signatures**

/s/ Abrams Capital Management, L.P., by Abrams Capital Management, LLC, the General Partner, by David C. Abrams, Managing Member 12/28/2017

--Signature of Reporting Person Date

/s/ Abrams Capital Management, LLC, by David C. Abrams, Managing Member 12/28/2017

--Signature of Reporting Person Date

/s/ Abrams Capital, LLC, by David C. Abrams, Managing Member 12/28/2017

--Signature of Reporting Person Date

/s/ David C. Abrams 12/28/2017

--Signature of Reporting Person Date

/s/ Abrams Capital Partners II, L.P., by Abrams Capital, LLC, its General Partner, by David C. Abrams, Managing Member 12/28/2017

--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.

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