

BARNES & NOBLE EDUCATION, INC.

Filed by
RIGGIO LEONARD

FORM SC 13D/A (Amended Statement of Beneficial Ownership)

Filed 01/17/18

Address	120 MOUNTAIN VIEW BOULEVARD BASKING RIDGE, NJ, 07920
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CIK	0001634117
Symbol	BNED
Fiscal Year	04/29

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

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 1)

Barnes & Noble Education, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

06777U101

(CUSIP Number)

**Leonard Riggio
c/o Barnes & Noble, Inc.
122 Fifth Avenue
New York, NY 10011
(212) 633-3300**

with a copy to:

**Bryan Cave LLP
1290 Avenue of the Americas
New York, New York 10104
Attention: Jay M. Dorman
Telephone (212) 541-2018**

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

January 9-17, 2017

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

(Continued on the following pages)

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

1	NAMES OF REPORTING PERSONS		
	Leonard Riggio		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY		
4	SOURCE OF FUNDS		Not applicable
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION		United States of America
	NUMBER OF	7	SOLE VOTING POWER
	SHARES		2,399,781
	BENEFICIALLY	8	SHARED VOTING POWER
	OWNED BY		4,567,228
	EACH	9	SOLE DISPOSITIVE POWER
	REPORTING		2,399,781
	PERSON WITH	10	SHARED DISPOSITIVE POWER
			4,567,228
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		6,967,009
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11		14.9 %
14	TYPE OF REPORTING PERSON		IN

1 NAMES OF REPORTING PERSONS

The Riggio Foundation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not applicable

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF	7	SOLE VOTING POWER	
SHARES			3,103,094
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY	9	SOLE DISPOSITIVE POWER	
EACH			3,103,094
REPORTING	10	SHARED DISPOSITIVE POWER	
PERSON WITH			

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,103,094

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

6.6%

14 TYPE OF REPORTING PERSON

OO

Introductory Statement

This Amendment No. 1 to Schedule 13D is being filed by Leonard Riggio (“Mr. Riggio”) and The Riggio Foundation (collectively, the “Reporting Persons”), to amend the Item specified below in Mr. Riggio’s Schedule 13D with respect to the common stock, \$0.01 par value (“Common Stock”), of Barnes & Noble Education, Inc., a Delaware corporation (the “Company”).

Item 5. Interest in Securities of the Issuer.

(a) and (b) The beneficial ownership percentages used herein are calculated based upon the 46,914,248 shares of Common Stock issued and outstanding as of November 30, 2017, as reported in the Company’s Form 10-Q for the quarterly period ended October 28, 2017, filed with the Securities and Exchange Commission on December 5, 2017. The share amounts used herein are as of January 17, 2018 after giving effect to the sales reported in (c) below.

Mr. Riggio is the beneficial owner of 6,967,009 shares, or 14.9%, of Common Stock. Mr. Riggio is the direct beneficial owner of 2,399,781 shares of Common Stock. Mr. Riggio has the sole power to vote and dispose of all of such directly owned shares. Mr. Riggio and his wife, Louise Riggio (“Mrs. Riggio”), are the indirect beneficial owners of the 1,464,134 shares of Common Stock owned by LRBKS Holdings, Inc. (“LRBKS”), a Delaware corporation beneficially owned by Mr. and Mrs. Riggio, and have the power to direct the vote and disposition of the shares owned by LRBKS. Mr. Riggio and Mrs. Riggio are the indirect beneficial owners of 3,103,094 shares of Common Stock as co-trustees of The Riggio Foundation, a charitable trust in which neither Mr. or Mrs. Riggio, nor any of their family members or affiliates, have any pecuniary interest. Mr. and Mrs. Riggio have the power to direct the vote and disposition of the shares owned by The Riggio Foundation.

(c) On December 21, 2017, Mr. Riggio gifted 1,200,000 shares of Common Stock to The Riggio Foundation. Between January 9, 2018 and January 17, 2018, The Riggio Foundation sold an aggregate of 650,000 shares of Common Stock in multiple open market transactions at per share prices ranging from \$7.22 to \$7.87, inclusive, with a weighted average price of \$7.58197 per share. The Reporting Persons undertake to provide to the staff of the Securities and Exchange Commission, upon request, full information regarding the details of the foregoing sales transactions, including the number of shares sold at each separate price within the foregoing ranges.

Except as described herein, the Reporting Persons have not effected any transactions in the Common Stock of the Company during the past sixty days.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 17, 2018

/s/ Leonard Riggio
Leonard Riggio, Individually and as
Trustee of The Riggio Foundation