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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Amendment No.1

to

Schedule13E-3

(Rule13e-100)

Transaction Statement under Section13(e) of the Securities Exchange Act of 1934 and Rule13e-3 thereunder

Rule13e-3 Transaction Statement Under Section13(e) of the Securities Exchange Act of 1934

barnesandnoble.com inc.

(Name of the Issuer)

barnesandnoble.com inc.
barnesandnoble.com llc

Barnes Noble, Inc.

BN.com Holding Corp.

BN.com Acquisition Corp.

(Names of Persons Filing Statement)

ClassA Common Stock, par value $0.001 per share
(Title of Class of Securities)

067846 10 5
(CUSIP Number of Class of Securities)

Marie J. Toulantis
barnesandnoble.com inc.
76 Ninth Avenue
New York, New York 10011
(212) 414-6000

Leonard Riggio
Barnes Noble, Inc.
122 Fifth Avenue
New York, New York 10011
(212) 633-3300

with copies to:

Morton A. Pierce, Esq.
Jack S. Bodner, Esq.

Jay M. Dorman, Esq.
Bryan Cave LLP

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Dewey Ballantine LLP
1301 Avenue of the Americas
New York, New York 10019
(212) 259-8000

1290 Avenue of the Americas
New York, New York 10104
(212) 541-2000

(Name, Address and Telephone Numbers of Person Authorized to Receive Notices and Communications on Behalf of Persons Filing Statement)

This statement is filed in connection with (check the appropriate box):

a. The filing of solicitation materials or an information statement subject to Regulation14A, Regulation14C or Rule13e-3(c) under the Securities Exchange Act of 1934.
b. The filing of a registration statement under the Securities Act of 1933.
c. A tender offer.
d. None of the above.

Check the following box if the soliciting materials or information statement referred to in checking box (a)are preliminary copies:

Check the following box if the filing is a final amendment reporting the results of the transaction:

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CALCULATION OF FILING FEE

Transaction Valuation(1)	Amount of Filing Fee(2)
$149,849,026	$12,122.79

(1) The transaction value was based upon the sum of (a)the product of 44,141,587 common shares and the merger consideration of $3.05 per share and (b)the difference between (i)the product of the merger consideration of $3.05 per share and the 8,501,221 common shares subject to outstanding stock options of which the exercise price per share is less than the per share merger consideration and (ii)the product of the weighted average exercise price per share of such stock options and such 8,501,221 common shares.

(2) In accordance with Section14(g) of the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory #6 for Fiscal Year 2004 issued by the Securities and Exchange Commission on November24, 2003, the amount of the filing fee was determined by multiplying $0.00008090 by the amount of the transaction valuation calculated above.

Check the box if any part of the fee is offset as provided by Exchange Act Rule0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: $12,122.79
Form or Registration No.: Schedule14A
Filing Party: barnesandnoble.com inc.
Date Filed: January26, 2004

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INTRODUCTION

This Amendment No.1 (this "Amendment") to the Transaction Statement on Schedule13E-3 filed on January26, 2004 (the "Original Schedule13E-3" and, as amended by this Amendment, this "Schedule13E-3") is being filed jointly by barnesandnoble.com inc., a Delaware corporation and the issuer of the equity securities that are the subject of the Rule13e-3 transaction ("BN.com Inc."), barnesandnoble.com llc, a Delaware limited liability company ("BN.com"), Barnes Noble, Inc., a Delaware corporation ("Barnes Noble"), BN.com Holding Corp., a Delaware corporation and a wholly owned subsidiary of Barnes Noble ("BN Holding"), and BN.com Acquisition Corp., a Delaware corporation and a wholly owned subsidiary of BN Holding ("BN Acquisition" and, together with Barnes Noble and BN Holding, the "Barnes Noble Parties"), in connection with the Agreement and Plan of Merger, dated as of January8, 2004, among the Barnes Noble Parties and BN.com Inc. (the "Merger Agreement"). BN.com Inc., BN.com and the Barnes Noble Parties are referred to herein as the "Filing Persons." Pursuant to the Merger Agreement and subject to approval of BN.com Inc. stockholders, BN Acquisition will merge with and into BN.com Inc. (the "Merger"), with BN.com Inc. continuing as the surviving corporation.

Upon completion of the Merger, each outstanding share of ClassA common stock, par value $0.001 per share, of BN.com Inc. (the "Common Stock"), other than shares held by Barnes Noble, BN Holding and their respective subsidiaries and any shares with respect to which appraisal rights have been properly perfected under Delaware law, will be converted into the right to receive $3.05 per share in cash, without interest, and all outstanding options to purchase shares of Common Stock, whether vested or unvested, will be cancelled, and each holder will be entitled to receive a cash payment for each cancelled option in an amount equal to the product of the number of shares of Common Stock subject to such option multiplied by the excess, if any, of $3.05 over the exercise price per share subject to such option. As a result of the Merger, BN.com Inc. will become an indirect wholly owned subsidiary of Barnes Noble.

Concurrently with the filing of this Amendment, BN.com Inc. is filing a revised preliminary proxy statement (the "Preliminary Proxy Statement") under Section14(a) of the Securities Exchange Act of 1934, as amended. Pursuant to a definitive version of the Preliminary Proxy Statement, the BN.com Inc. board of directors will be soliciting proxies from BN.com Inc. stockholders in connection with BN.com Inc.'s special meeting of stockholders at which time BN.com Inc. stockholders will vote on a proposal to adopt and approve the Merger Agreement and the Merger. The Preliminary Proxy Statement is Exhibit(a)(1) hereto and a copy of the Merger Agreement is attached thereto as AnnexA. As of the date hereof, the Preliminary Proxy Statement is subject to completion or amendment. Capitalized terms used but not defined in this Schedule13E-3 shall have the meanings given to them in the Preliminary Proxy Statement.

The information set forth in the Preliminary Proxy Statement, including all annexes thereto, is expressly incorporated herein by reference, and the responses to each item in this Schedule13E-3 are qualified in their entirety by the information contained in the Preliminary Proxy Statement and the annexes thereto. This Schedule13E-3 also incorporates by reference information from the periodic filings of BN.com Inc., Barnes Noble and Bertelsmann AG with the Securities and Exchange Commission. The information contained in this Schedule13E-3 and/or the related Preliminary Proxy Statement concerning BN.com Inc. and BN.com was supplied by BN.com Inc. The information contained in this Schedule13E-3 and/or the related Preliminary Proxy Statement concerning each of the Barnes Noble Parties was supplied by each such Barnes Noble Party.

Item1. ***Summary Term Sheet.***

RegulationM-A
Item1001

The information set forth in the Preliminary Proxy Statement under the caption "SUMMARY TERM SHEET" is incorporated herein by reference.

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Item2. ***Subject Company Information.***

RegulationM-A
Item1002

(a) The information set forth in the Preliminary Proxy Statement under the captions "SUMMARY TERM SHEET— The Parties to the Merger— barnesandnoble.com inc." and "THE PARTIES TO THE MERGER— barnesandnoble.com inc." is incorporated herein by reference.
(b) The class of equity securities that is the subject of the Rule13e-3 transaction is BN.com Inc.'s ClassA common stock, par value $0.001 per share. The information set forth in the Preliminary Proxy Statement under the captions "THE SPECIAL MEETING— Record Date, Voting Rights, Quorum and Revocability of Proxies" and "MARKET PRICE AND DIVIDENDS" is incorporated herein by reference.
(c) The information set forth in the Preliminary Proxy Statement under the caption "MARKET PRICE AND DIVIDENDS" is incorporated herein by reference.
(d) The information set forth in the Preliminary Proxy Statement under the caption "MARKET PRICE AND DIVIDENDS" is incorporated herein by reference.
(e) Not applicable.
(f) The information set forth in the Preliminary Proxy Statement under the caption "CERTAIN TRANSACTIONS INVOLVING OUR COMMON STOCK" is incorporated herein by reference.

Item3. ***Identity and Background of Filing Persons.***

RegulationM-A
Item1003

(a)-(c) The information set forth in the Preliminary Proxy Statement under the captions "SUMMARY TERM SHEET— The Parties to the Merger" and "THE PARTIES TO THE MERGER" and set forth in the section entitled "Annex D" in the Preliminary Proxy Statement is incorporated herein by reference.

Item4. ***Terms of the Transaction.***

RegulationM-A
Item1004

(a)(1) Not applicable.

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(a)(2)(i) The information set forth in the Preliminary Proxy Statement under the captions "SUMMARY TERM SHEET," "QUESTIONS AND ANSWERS ABOUT THE MERGER AND THE SPECIAL MEETING," "SPECIAL FACTORS— Background of the Merger," "SPECIAL FACTORS— Purposes and Reasons for the Merger; Consideration of Alternatives; Structure of the Merger," "SPECIAL FACTORS— Effects of the Merger," "THE MERGER," "THE SPECIAL MEETING— Matters to be Considered at the Special Meeting" and "THE MERGER AGREEMENT" is incorporated herein by reference.

(a)(2)(ii) The information set forth in the Preliminary Proxy Statement under the captions "SUMMARY TERM SHEET— Terms of the Merger," "QUESTIONS AND ANSWERS ABOUT THE MERGER AND THE SPECIAL MEETING," "THE MERGER— Payment of Merger Consideration and Surrender of Stock Certificates," "THE MERGER AGREEMENT— Merger Consideration" and "THE MERGER AGREEMENT— Stock Options" is incorporated herein by reference.

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(a)(2)(iii)	The information set forth in the Preliminary Proxy Statement under the captions "SUMMARY TERM SHEET— Recommendation of the Special Committee and our Board of Directors," "SUMMARY TERM SHEET— Position of the Barnes Noble Parties as to the Fairness of the Merger," "SPECIAL FACTORS— Reasons for the Special Committee's Determination; Fairness of the Merger," "SPECIAL FACTORS— Reasons for our Board of Directors' Determination; Fairness of the Merger," "SPECIAL FACTORS— Position of the Barnes Noble Parties as to the Fairness of the Merger" and "SPECIAL FACTORS— Purposes and Reasons for the Merger; Consideration of Alternatives; Structure of the Merger" is incorporated herein by reference.
(a)(2)(iv)	The information set forth in the Preliminary Proxy Statement under the captions "SUMMARY TERM SHEET— Vote Required," "QUESTIONS AND ANSWERS ABOUT THE MERGER AND THE SPECIAL MEETING," "THE SPECIAL MEETING— Vote Required" and "THE SPECIAL MEETING— Record Date, Voting Rights, Quorum and Revocability of Proxies" is incorporated herein by reference.
(a)(2)(v)	The information set forth in the Preliminary Proxy Statement under the captions "SUMMARY TERM SHEET— Interests of Directors and Officers in the Merger," "SUMMARY TERM SHEET— Effects of the Merger," "SPECIAL FACTORS— Effects of the Merger" and "SPECIAL FACTORS— Interests of Directors and Officers in the Merger" is incorporated herein by reference.
(a)(2)(vi)	The information set forth in the Preliminary Proxy Statement under the caption "THE MERGER— Accounting Treatment" is incorporated herein by reference.
(a)(2)(vii)	The information set forth in the Preliminary Proxy Statement under the captions "SUMMARY TERM SHEET— Certain U.S. Federal Income Tax Consequences" and "THE MERGER— Certain U.S. Federal Income Tax Consequences" is incorporated herein by reference.
(c)	The information set forth in the Preliminary Proxy Statement under the captions "SUMMARY TERM SHEET— Terms of the Merger," "SUMMARY TERM SHEET— Interests of Directors and Officers in the Merger," "SUMMARY TERM SHEET— Effects of the Merger," "SPECIAL FACTORS— Purposes and Reasons for the Merger; Consideration of Alternatives; Structure of the Merger," "SPECIAL FACTORS— Effects of the Merger," "SPECIAL FACTORS— Interests of Directors and Officers in the Merger," "THE MERGER— Payment of Merger Consideration and Surrender of Stock Certificates," "THE MERGER AGREEMENT— Merger Consideration," "THE MERGER AGREEMENT— Covenants— Company Indemnification Provisions" and "THE MERGER AGREEMENT— Covenants— Additional Covenants Regarding the Merger" is incorporated herein by reference.
(d)	The information set forth in the Preliminary Proxy Statement under the captions "SUMMARY TERM SHEET— Appraisal Rights" and "THE MERGER— Appraisal Rights" and set forth in the section entitled "Annex B" in the Preliminary Proxy Statement is incorporated herein by reference.
(e)	The information set forth in the Preliminary Proxy Statement under the captions "SUMMARY TERM SHEET— Special Committee of our Board of Directors," "SPECIAL FACTORS— Recommendation of the Special Committee and our Board of Directors" and "SPECIAL FACTORS— Provisions for Unaffiliated Stockholders" is incorporated herein by reference.
(f)	Not Applicable.

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Item5. ***Past Contacts, Transactions, Negotiations and Agreements.***

RegulationM-A
Item1005

(a) The information set forth in the Preliminary Proxy Statement under the captions "SPECIAL FACTORS— Certain Relationships and Related Transactions" and "CERTAIN TRANSACTIONS INVOLVING OUR COMMON STOCK" is incorporated herein by reference.

(b)-(c) The information set forth in the Preliminary Proxy Statement under the captions "SPECIAL FACTORS— Background of the Merger" and "CERTAIN TRANSACTIONS INVOLVING OUR COMMON STOCK" is incorporated herein by reference.

(e) The information set forth in the Preliminary Proxy Statement under the captions "SUMMARY TERM SHEET— Vote Required," "SUMMARY TERM SHEET— Interests of Directors and Officers in the Merger," "QUESTIONS AND ANSWERS ABOUT THE MERGER AND THE SPECIAL MEETING," "SPECIAL FACTORS— Background of the Merger," "SPECIAL FACTORS— Interests of Directors and Officers in the Merger," "THE MERGER," "THE SPECIAL MEETING— Vote Required," "THE MERGER AGREEMENT," "PRINCIPAL STOCKHOLDERS" and "CERTAIN TRANSACTIONS INVOLVING OUR COMMON STOCK" is incorporated herein by reference. The information set forth in Exhibit (d)(1) hereto is incorporated herein by reference.

Item6. ***Purposes of the Transaction and Plans or Proposals.***

RegulationM-A
Item1006

(b) The information set forth in the Preliminary Proxy Statement under the captions "SUMMARY TERM SHEET— Terms of the Merger," "THE MERGER— Payment of Merger Consideration and Surrender of Stock Certificates," "THE MERGER AGREEMENT— Merger Consideration" and "THE MERGER AGREEMENT— Stock Options" is incorporated herein by reference.

(c) The information set forth in the Preliminary Proxy Statement under the captions "SUMMARY TERM SHEET," "QUESTIONS AND ANSWERS ABOUT THE MERGER AND THE SPECIAL MEETING," "SPECIAL FACTORS— Background of the Merger," "SPECIAL FACTORS— Position of the Barnes Noble Parties as to the Fairness of the Merger," "SPECIAL FACTORS— Effects of the Merger," "SPECIAL FACTORS— Plans for the Company," "THE MERGER" and "THE MERGER AGREEMENT" is incorporated herein by reference. The information set forth in Exhibit (d)(1) hereto is incorporated herein by reference.

Item7. ***Purposes, Alternatives, Reasons and Effects.***

RegulationM-A
Item1013

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(a) The information set forth in the Preliminary Proxy Statement under the captions “SPECIAL FACTORS— Background of the Merger” and “SPECIAL FACTORS— Purposes and Reasons for the Merger; Consideration of Alternatives; Structure of the Merger” is incorporated herein by reference.

(b) The information set forth in the Preliminary Proxy Statement under the captions “SPECIAL FACTORS— Background of the Merger” and “SPECIAL FACTORS— Purposes and Reasons for the Merger; Consideration of Alternatives; Structure of the Merger” is incorporated herein by reference.

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(c) The information set forth in the Preliminary Proxy Statement under the captions "SUMMARY TERM SHEET— Recommendation of the Special Committee and our Board of Directors," "SUMMARY TERM SHEET— Position of the Barnes Noble Parties as to the Fairness of the Merger," "SPECIAL FACTORS— Background of the Merger," "SPECIAL FACTORS— Reasons for the Special Committee's Determination; Fairness of the Merger," "SPECIAL FACTORS— Reasons for our Board of Directors' Determination, Fairness of the Merger," "SPECIAL FACTORS— Position of the Barnes Noble Parties as to the Fairness of the Merger" and "SPECIAL FACTORS— Purposes and Reasons for the Merger; Consideration of Alternatives; Structure of the Merger" is incorporated herein by reference.

(d) The information set forth in the Preliminary Proxy Statement under the captions "SUMMARY TERM SHEET," "SPECIAL FACTORS— Effects of the Merger," "SPECIAL FACTORS— Plans for the Company," "SPECIAL FACTORS— Interests of Directors and Officers in the Merger," "THE MERGER— Payment of Merger Consideration and Surrender of Stock Certificates," "THE MERGER— Certain U.S. Federal Income Tax Consequences," "THE MERGER— Appraisal Rights" and "THE MERGER AGREEMENT" is incorporated herein by reference.

Item8. ***Fairness of the Transaction.***

RegulationM-A
Item1014

(a)-(b) The information set forth in the Preliminary Proxy Statement under the captions "SUMMARY TERM SHEET— Recommendation of the Special Committee and our Board of Directors," "SUMMARY TERM SHEET— Opinion of the Special Committee's Financial Advisor," "SUMMARY TERM SHEET— Position of the Barnes Noble Parties as to the Fairness of the Merger," "SPECIAL FACTORS— Background of the Merger," "SPECIAL FACTORS— Recommendation of the Special Committee and our Board of Directors," "SPECIAL FACTORS— Reasons for the Special Committee's Determination; Fairness of the Merger," "SPECIAL FACTORS— Reasons for our Board of Directors' Determination; Fairness of the Merger," "SPECIAL FACTORS— Opinion of the Special Committee's Financial Advisor," "SPECIAL FACTORS— Position of the Barnes Noble Parties as to the Fairness of the Merger" and "SPECIAL FACTORS— Purposes and Reasons for the Merger; Consideration of Alternatives; Structure of the Merger" is incorporated herein by reference.

(c) The information set forth in the Preliminary Proxy Statement under the caption "SPECIAL FACTORS— Reasons for the Special Committee's Determination; Fairness of the Merger" is incorporated herein by reference.

(d) The information set forth in the Preliminary Proxy Statement under the captions "SUMMARY TERM SHEET— Special Committee of our Board of Directors," "SUMMARY TERM SHEET— Recommendation of the Special Committee and our Board of Directors," "SPECIAL FACTORS— Background of the Merger," "SPECIAL FACTORS— Recommendation of the Special Committee and our Board of Directors" and "SPECIAL FACTORS— Provisions for Unaffiliated Stockholders" is incorporated herein by reference.

(e) The information set forth in the Preliminary Proxy Statement under the captions "SUMMARY TERM SHEET— Recommendation of the Special Committee and our Board of Directors," "SPECIAL FACTORS— Background of the Merger," "SPECIAL FACTORS— Recommendation of the Special Committee and our Board of Directors" and "SPECIAL FACTORS— Reasons for our Board of Directors' Determination; Fairness of the Merger" is incorporated herein by reference.

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(f) The information set forth in the Preliminary Proxy Statement under the captions "SPECIAL FACTORS— Background of the Merger" and "SPECIAL FACTORS— Reasons for the Special Committee's Determination; Fairness of the Merger" is incorporated herein by reference.

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Item9. ***Reports, Opinions, Appraisals and Negotiations.***

RegulationM-A
Item1015

(a)-(c) The information set forth in the Preliminary Proxy Statement under the captions "SUMMARY TERM SHEET— Opinion of the Special Committee's Financial Advisor," "SPECIAL FACTORS— Background of the Merger," "SPECIAL FACTORS— Reasons for the Special Committee's Determination; Fairness of the Merger" and "SPECIAL FACTORS— Opinion of the Special Committee's Financial Advisor" is incorporated herein by reference. The full text of the written opinion of Credit Suisse First Boston LLC, dated January8, 2004, is attached to the Preliminary Proxy Statement as "AnnexC" and is incorporated herein by reference. The written materials presented by Credit Suisse First Boston LLC to the Special Committee of the Board of Directors of BN.com Inc. on January8, 2004 is set forth as Exhibit(c)(2) hereto and is incorporated herein by reference.

Item10. ***Source and Amounts of Funds or Other Consideration.***

RegulationM-A
Item1007

(a)-(b) The information set forth in the Preliminary Proxy Statement under the caption "THE MERGER— Merger Financing; Sources of Funds" is incorporated herein by reference.

(c) The information set forth in the Preliminary Proxy Statement under the captions "THE MERGER— Estimated Fees and Expenses of the Merger" and "THE SPECIAL MEETING— Expenses of Proxy Solicitation" is incorporated herein by reference.

(d) The information set forth in the Preliminary Proxy Statement under the caption "THE MERGER— Merger Financing; Sources of Funds" is incorporated herein by reference.

Item11. ***Interest in Securities of the Subject Company.***

RegulationM-A
Item1008

(a) The information set forth in the Preliminary Proxy Statement under the caption "PRINCIPAL STOCKHOLDERS" and set forth in the section entitled "AnnexD" in the Preliminary Proxy Statement is incorporated herein by reference.

(b) The information set forth in the Preliminary Proxy Statement under the captions "PRINCIPAL STOCKHOLDERS" and "CERTAIN TRANSACTIONS INVOLVING OUR COMMON STOCK" is incorporated herein by reference.

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Item12. ***The Solicitation or Recommendation.***

RegulationM-A
Item1012

(d) The information set forth in the Preliminary Proxy Statement under the captions "SUMMARY TERM SHEET— Vote Required," "SUMMARY TERM SHEET— Position of the Barnes Noble Parties as to the Fairness of the Merger," "QUESTIONS AND ANSWERS ABOUT THE MERGER AND THE SPECIAL MEETING," "SPECIAL FACTORS— Background of the Merger," "SPECIAL FACTORS— Reasons for the Special Committee's Determination; Fairness of the Merger," "SPECIAL FACTORS— Position of the Barnes Noble Parties as to the Fairness of the Merger," and "THE SPECIAL MEETING— Vote Required" is incorporated herein by reference.

(e) The information set forth in the Preliminary Proxy Statement under the captions "SUMMARY TERM SHEET— Recommendation of the Special Committee and our Board of Directors," "SUMMARY TERM SHEET— Position of the Barnes Noble Parties as to the Fairness of the Merger," "SPECIAL FACTORS— Recommendation of the Special Committee and our Board of Directors," "SPECIAL FACTORS— Reasons for the Special Committee's Determination; Fairness of the Merger," "SPECIAL FACTORS— Reasons for our Board of Directors'

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Determination; Fairness of the Merger," "SPECIAL FACTORS— Position of the Barnes Noble Parties as to the Fairness of the Merger" and "SPECIAL FACTORS— Purposes and Reasons for the Merger; Consideration of Alternatives; Structure of the Merger" is incorporated herein by reference.

Item13. ***Financial Statements.***

RegulationM-A
Item1010

(a) The information set forth in the Preliminary Proxy Statement under the caption "SUMMARY HISTORICAL FINANCIAL DATA" is incorporated herein by reference. The information contained in Item6 of BN.com Inc.'s Annual Report on Form10-K for the fiscal year ended December31, 2002 is incorporated herein by reference. The information contained in Item1 of BN.com Inc.'s Quarterly Report on Form10-Q for the quarter ended September30, 2003 is incorporated herein by reference.

(b) Not applicable.

Item14. ***Persons/Assets, Retained, Employed, Compensated or Used.***

RegulationM-A
Item1009

(a)-(b) The information set forth in the Preliminary Proxy Statement under the captions "THE MERGER— Estimated Fees and Expenses of the Merger" and "THE SPECIAL MEETING— Expenses of Proxy Solicitation" is incorporated herein by reference.

Item15. ***Additional Information.***

RegulationM-A
Item1011

(b) The information set forth in the Preliminary Proxy Statement and annexes thereto is incorporated herein by reference.

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Item16. ***Exhibits.***

RegulationM-A
Item1016

(a)(1)*	Preliminary Proxy Statement of barnesandnoble.com inc., filed with the Securities and Exchange Commission on Schedule14A on January26, 2004, as amended on March5, 2004.
(a)(2)*	Preliminary form of Proxy Card, filed with the Securities and Exchange Commission together with the Preliminary Proxy Statement on Schedule14A on January26, 2004, as amended on March5, 2004.
(a)(3)*	Press Release, dated November7, 2003 (included as Exhibit99.1 to BN.com Inc.'s Form8-K filed with the Securities and Exchange Commission on November12, 2003).
(a)(4)*	Press Release, dated January8, 2004 (included as Exhibit99.1 to BN.com Inc.'s Form8-K filed with the Securities and Exchange Commission on January9, 2004, and included in BN.com Inc.'s Schedule14A Information filed with the Securities and Exchange Commission on January9, 2004).
(a)(5)*	Schedule14A Information filed under Rule14a-12 with the Securities and Exchange Commission on January9, 2004, including Press Release dated January8, 2004.
(a)(6)*	Schedule14A Information filed under Rule14a-12 with the Securities and Exchange Commission on January12, 2004, including Employee QAs dated January8, 2004.

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(a)(7)*	Schedule14A Information filed under Rule14a-12 with the Securities and Exchange Commission on March3, 2004, including correspondence to BN.com Inc.'s employees dated March2, 2004.
(b)(1)*	Revolving Credit Agreement, dated as of May22, 2002, among Barnes Noble, Inc., a Delaware corporation, the lending institutions listed thereto, Fleet National Bank, as administrative agent, ING Capital LLC, as documentation agent, Wachovia Bank, National Association, as syndication agent and Fleet Securities, Inc. and First Union Securities, Inc. (d/b/a Wachovia Securities) as co- arrangers (included as Exhibit10.1 to Barnes Noble's Form10-Q filed with the Securities and Exchange Commission on June14, 2002).
(b)(2)*	Amendment No.1 to Revolving Credit Agreement, dated as of August29, 2002, amending that certain Revolving Credit Agreement, dated as of May22, 2002, among Barnes Noble, Inc., a Delaware corporation, the lending institutions listed thereto, Fleet National Bank, as administrative agent, ING Capital LLC, as documentation agent, Wachovia Bank, National Association, as syndication agent and Fleet Securities, Inc. and First Union Securities, Inc. (d/b/a Wachovia Securities) as co-arrangers (included as Exhibit10.1 to Barnes Noble's Form10-Q filed with the Securities and Exchange Commission on December16, 2002).
(b)(3)*	Amendment No.2 to Revolving Credit Agreement, dated as of May30, 2003, amending that certain Revolving Credit Agreement, dated as of May22, 2002, as amended by that certain Amendment No.1 dated as of August29, 2002, among Barnes Noble, Inc., a Delaware corporation, the lending institutions listed thereto, Fleet National Bank, as administrative agent, ING Capital LLC, as documentation agent, Wachovia Bank, National Association, as syndication agent and Fleet Securities, Inc. and First Union Securities, Inc. (d/b/a Wachovia Securities) as co-arrangers (included as Exhibit10.1 to Barnes Noble's Form10-Q filed with the Securities and Exchange Commission on September12, 2003).
(b)(4)*	Amendment No.3 to Revolving Credit Agreement, dated as of December4, 2003, amending that certain Revolving Credit Agreement, dated as of May22, 2002, as amended by that certain Amendment No.1 dated as of August29, 2002, and that certain Amendment No.2 dated as of May30, 2003, among Barnes Noble, Inc., a Delaware corporation, the lending institutions listed thereto, Fleet National Bank, as administrative agent, ING Capital LLC, as documentation agent, Wachovia Bank, National Association, as syndication agent and Fleet Securities, Inc. and First Union Securities, Inc. (d/b/a Wachovia Securities) as co-arrangers (included as Exhibit18 to Barnes Noble's Schedule13D/A filed with the Securities and Exchange Commission on January9, 2004).
(c)(1)*	Opinion of Credit Suisse First Boston LLC, dated January8, 2004 (included as AnnexC in the Preliminary Proxy Statement).
(c)(2)†	Written Materials of Credit Suisse First Boston LLC presented to the Special Committee of the Board of Directors of barnesandnoble.com inc. on January8, 2004 (included in the Original Schedule13E-3 filed with the Securities and Exchange Commission on January26, 2004).
(d)(1)*	Agreement and Plan of Merger, dated as of January8, 2004, by and among Barnes Noble, Inc., BN.com Holding Corp., BN.com Acquisition Corp. and barnesandnoble.com inc. (included as AnnexA in the Preliminary Proxy Statement).
(d)(2)*	Purchase Agreement, dated as of July29, 2003, by and between BOL.US Online, Inc., Bertelsmann AG and Barnes Noble, Inc. (included as Exhibit99.8 to Bertelsmann AG's Schedule13D/A filed with the Securities and Exchange Commission on July31, 2003).
(f)*	Section262 of the Delaware General Corporation Law (included as Annex B in the Preliminary Proxy Statement).
(g)	Not applicable.

* Incorporated by reference from the identified prior Securities and Exchange Commission filing.

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† Included in the identified prior Securities and Exchange Commission filing.

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SIGNATURE

After due 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.

BARNESANDNOBLE.COM INC.

By: /s/ Marie J. Toulantis

Name:Marie J. Toulantis
Title:Chief Executive Officer
BARNESANDNOBLE.COM LLC

By: /s/ Marie J. Toulantis

Name:Marie J. Toulantis
Title:Chief Executive Officer
BARNES NOBLE, INC.

By: /s/ Joseph J. Lombardi

Name:Joseph J. Lombardi
Title:Chief Financial Officer
BN.COM HOLDING CORP.

By: /s/ Joseph J. Lombardi

Name:Joseph J. Lombardi
Title:Chief Financial Officer
BN.COM ACQUISITION CORP.

By: /s/ Joseph J. Lombardi

Name:Joseph J. Lombardi
Title:Chief Financial Officer

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EXHIBIT INDEX

Exhibit No.	Description of Exhibit
(a)(1)*	Preliminary Proxy Statement of barnesandnoble.com inc., filed with the Securities and Exchange Commission on Schedule14A on January26, 2004, as amended on March5, 2004.
(a)(2)*	Preliminary form of Proxy Card, filed with the Securities and Exchange Commission together with the Preliminary Proxy Statement on Schedule14A on January26, 2004, as amended on March5, 2004.
(a)(3)*	Press Release, dated November7, 2003 (included as Exhibit99.1 to BN.com Inc.'s Form8-K filed with the Securities and Exchange Commission on November12, 2003).
(a)(4)*	Press Release, dated January8, 2004 (included as Exhibit99.1 to BN.com Inc.'s Form8-K filed with the Securities and Exchange Commission on January9, 2004, and included in BN.com Inc.'s Schedule14A Information filed with the Securities and Exchange Commission on January9, 2004).
(a)(5)*	Schedule14A Information filed under Rule14a-12 with the Securities and Exchange Commission on January9, 2004, including Press Release dated January8, 2004.
(a)(6)*	Schedule14A Information filed under Rule14a-12 with the Securities and Exchange Commission on January12, 2004, including Employee QAs dated January8, 2004.
(a)(7)*	Schedule14A Information filed under Rule14a-12 with the Securities and Exchange Commission on March3, 2004, including correspondence to BN.com Inc.'s employees dated March2, 2004.
(b)(1)*	Revolving Credit Agreement, dated as of May22, 2002, among Barnes Noble, Inc., a Delaware corporation, the lending institutions listed thereto, Fleet National Bank, as administrative agent, ING Capital LLC, as documentation agent, Wachovia Bank, National Association, as syndication agent and Fleet Securities, Inc. and First Union Securities, Inc. (d/b/a Wachovia Securities) as co-arrangers (included as Exhibit10.1 to Barnes Noble's Form10-Q filed with the Securities and Exchange Commission on June14, 2002).
(b)(2)*	Amendment No.1 to Revolving Credit Agreement, dated as of August29, 2002, amending that certain Revolving Credit Agreement, dated as of May22, 2002, among Barnes Noble, Inc., a Delaware corporation, the lending institutions listed thereto, Fleet National Bank, as administrative agent, ING Capital LLC, as documentation agent, Wachovia Bank, National Association, as syndication agent and Fleet Securities, Inc. and First Union Securities, Inc. (d/b/a Wachovia Securities) as co-arrangers (included as Exhibit10.1 to Barnes Noble's Form10-Q filed with the Securities and Exchange Commission on December16, 2002).
(b)(3)*	Amendment No.2 to Revolving Credit Agreement, dated as of May 30, 2003, amending that certain Revolving Credit Agreement, dated as of May22, 2002, as amended by that certain Amendment No.1 dated as of August29, 2002, among Barnes Noble, Inc., a Delaware corporation, the lending institutions listed thereto, Fleet National Bank, as administrative agent, ING Capital LLC, as documentation agent, Wachovia Bank, National Association, as syndication agent and Fleet Securities, Inc. and First Union Securities, Inc. (d/b/a Wachovia Securities) as co-arrangers (included as Exhibit10.1 to Barnes Noble's Form10-Q filed with the Securities and Exchange Commission on September12, 2003).
(b)(4)*	Amendment No.3 to Revolving Credit Agreement, dated as of December4, 2003, amending that certain Revolving Credit Agreement, dated as of May22, 2002, as amended by that certain Amendment No.1 dated as of August29, 2002, and that certain Amendment No.2 dated as of May30, 2003, among Barnes Noble, Inc., a Delaware corporation, the lending institutions listed thereto, Fleet National Bank, as administrative agent, ING Capital LLC, as documentation agent, Wachovia Bank, National Association, as syndication agent and Fleet Securities, Inc. and First Union Securities, Inc. (d/b/a Wachovia Securities) as co-arrangers (included as Exhibit18 to Barnes Noble's Schedule13D/ A filed with the Securities and Exchange Commission on January9, 2004).
(c)(1)*	Opinion of Credit Suisse First Boston LLC, dated January8, 2004 (included as Annex C in the Preliminary Proxy Statement).
(c)(2)†	Written Materials of Credit Suisse First Boston LLC presented to the Special Committee of the Board of Directors of barnesandnoble.com inc. on January8, 2004 (included in the Original Schedule13E-3 filed with the Securities and Exchange Commission on January26, 2004).

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Exhibit No.	Description of Exhibit
(d)(1)*	Agreement and Plan of Merger, dated as of January8, 2004, by and among Barnes Noble, Inc., BN.com Holding Corp., BN.com Acquisition Corp. and barnesandnoble.com inc. (included as Annex A in the Preliminary Proxy Statement).
(d)(2)*	Purchase Agreement, dated as of July29, 2003, by and between BOL.US Online, Inc., Bertelsmann AG and Barnes Noble, Inc. (included as Exhibit99.8 to Bertelsmann AG's Schedule13D/ A filed with the Securities and Exchange Commission on July31, 2003).
(f)*	Section262 of the Delaware General Corporation Law (included as Annex B in the Preliminary Proxy Statement).

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End of Filing

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