# UNITED STATES
# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

(Amendment No.5)*

# Barnes & Noble, Inc.

(Name of Issuer)

**COMMON STOCK, $0.001 PAR VALUE**
(Title of Class of Securities)

067774109
(CUSIP Number)

December 31, 1999
(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

[x] Rule 13d-1(b)
[ ] Rule 13d-1(c)
[ ] Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in 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 (however, see the Notes).

1 NAME OF REPORTING PERSON S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Forstmann-Leff Associates, LLC
52-2169043

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]

(b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

**Delaware**

5 SOLE VOTING POWER NUMBER OF

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| | | |
|---|---|---|
| SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 6 SHARED VOTING POWER | 2,765,600 shares |
| | | 1,185,350 shares |

**7 SOLE DISPOSITIVE POWER**

3,222,615 shares

8 SHARED DISPOSITIVE POWER

6,812,650 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,035,265 shares (includes shares beneficially owned by FLA Asset Management, LLC, Stamford Advisers LLC, Forstmann-Leff Associates L.P. and FLA Advisers L.L.C.)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

[ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

14.5%

12 TYPE OF REPORTING PERSON

**IA, OO**

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1 NAME OF REPORTING PERSON S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

FLA Asset Management, LLC
52-2169045

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]

(b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

**Delaware**

5 SOLE VOTING POWER NUMBER OF

| | | |
|---|---|---|
| SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | | None |
| | 6 | SHARED VOTING POWER |
| | | 651,575 shares |
| | 7 | SOLE DISPOSITIVE POWER |
| | | None |

8 SHARED DISPOSITIVE POWER

2,301,325 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,301,325 shares (includes shares beneficially owned by Forstmann-Leff Associates L.P.)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

[ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

3.3%

12 TYPE OF REPORTING PERSON

**IA, OO**

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1 NAME OF REPORTING PERSON S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Stamford Advisers LLC
13-4096659

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]

(b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

**Delaware**

5 SOLE VOTING POWER NUMBER OF

| | | |
|---|---|---|
| SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | | None |
| | 6 | SHARED VOTING POWER<br>30,000 shares |
| | 7 | SOLE DISPOSITIVE POWER<br>None |
| | 8 | SHARED DISPOSITIVE POWER<br>30,000 shares |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

30,000 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.4%

12 TYPE OF REPORTING PERSON

**IA, OO**

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1 NAME OF REPORTING PERSON S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Forstmann-Leff Associates L.P.
13-3717850

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]

(b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

**Delaware**

5 SOLE VOTING POWER NUMBER OF

| | | |
|---|---|---|
| SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | | None |
| | 6 | SHARED VOTING POWER<br>62,900 shares |
| | 7 | SOLE DISPOSITIVE POWER<br>None |
| | 8 | SHARED DISPOSITIVE POWER<br>62,900 shares |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

62,900 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

[ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.1%

12 TYPE OF REPORTING PERSON

**IA, PN**

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1 NAME OF REPORTING PERSON S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

FLA Advisers L.L.C.
13-3942422

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]

(b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

**New York**

5 SOLE VOTING POWER NUMBER OF

| | | |
|---|---|---|
| SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | | None |
| | 6 | SHARED VOTING POWER<br>4,511,325 shares |
| | 7 | SOLE DISPOSITIVE POWER<br>None |

8 SHARED DISPOSITIVE POWER

4,511,325 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,511,325 shares (including shares beneficially owned by Stamford Advisers LLC)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

[ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.5%

12 TYPE OF REPORTING PERSON

**IA, OO**

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**Item 1(a) NAME OF ISSUER:**

**Barnes & Noble, Inc.**

**Item 1(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:**

122 Fifth Avenue
New York, NY 10011

**Item 2(a) NAME OF PERSON FILING:**

See Item 1 of the cover pages attached hereto

**Item 2(b) Address of Principal Business Office, or if none, residence:**

590 Madison Avenue
New York, New York 10022

**Item 2(c) CITIZENSHIP:**

See Item 4 of the cover pages attached hereto

**Item 2(d) TITLE OF CLASS OF SECURITIES:**

**Common Stock, par value $0.001**

**Item 2(e) CUSIP NUMBER:**

067774109

**Item 3 Forstmann-Leff Associates, LLC, a Delaware limited liability**
corporation and successor-in-interest to Forstmann-Leff Associates Inc., a New York corporation, is a registered investment adviser under Section 203 of the Investment Advisers Act of 1940 (the "Act"). FLA Asset Management, LLC, a Delaware limited liability corporation and successor-in-interest to FLA Asset Management, Inc., a Delaware corporation, is a registered investment adviser under the Act and a subsidiary of Forstmann-Leff Associates, LLC. Forstmann-Leff Associates L.P., a Delaware limited partnership, is a registered investment adviser under the Act. FLA Asset Management, LLC is the general partner of Forstmann-Leff Associates L.P. FLA Advisers L.L.C., a New York limited liability company, is a registered investment adviser under the Act whose managing members constitute a majority of the Executive Committee of the Board of Managers of Forstmann-Leff Associates, LLC. Stamford Advisers LLC, a Delaware limited liability corporation and successor-in-interest to Stamford Advisers Corp., a New York

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corporation, is a registered investment adviser under the Act. FLA Advisers L.L.C. is the parent company of Stamford Advisers LLC.

**Item 4 OWNERSHIP:**

(a) Amount beneficially owned:
See Item 9 of the cover pages attached hereto

(b) Percent of Class:
See Item 11 of the cover pages attached hereto

(c) See Items 5 through 8 of the cover pages attached hereto

**Item 5 OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:**

Not Applicable

**Item 6 OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:**

Various clients of the reporting persons have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Common Stock of Barnes & Noble, Inc. No one client's interest in the Common Stock of Barnes & Noble, Inc. is more than five percent of the total outstanding Common Stock.

**Item 7 IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:**

Not Applicable

**Item 8 IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:**

Not Applicable

**Item 9 NOTICE OF DISSOLUTION OF GROUP:**

Not Applicable

**Item 10 CERTIFICATION:**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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## 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.

February 8, 2000

**FORSTMANN-LEFF ASSOCIATES, LLC**

*By: /s/ Peter A. Lusk*
*Peter A. Lusk*
*Executive Vice President*

**FLA ASSET MANAGEMENT, LLC**

*By: /s/ Peter A. Lusk*
*Peter A. Lusk*
*Executive Vice President*

**STAMFORD ADVISERS LLC**

*By: /s/ Peter A. Lusk*
*Peter A. Lusk*
*Managing Member*

**FORSTMANN-LEFF ASSOCIATES L.P.**

By: FLA Asset Management, LLC
General Partner

*By: /s/ Peter A. Lusk*
*Peter A. Lusk*
*Executive Vice President*

**FLA ADVISERS L.L.C.**

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*By: /s/ Peter A. Lusk*
*Peter A. Lusk*
*Managing Member*

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**Exhibit A**

**AGREEMENT**

The undersigned, Forstmann-Leff Associates, LLC, FLA Asset Management, LLC, Stamford Advisers LLC, Forstmann-Leff Associates L.P. and FLA Advisers L.L.C., agree that the statement to which this exhibit is appended is filed on behalf of each of them.

February 8, 2000

**FORSTMANN-LEFF ASSOCIATES, LLC**

*By: /s/ Peter A. Lusk*
*Peter A. Lusk*
*Executive Vice President*

**FLA ASSET MANAGEMENT, LLC**

*By: /s/ Peter A. Lusk*
*Peter A. Lusk*
*Executive Vice President*

**STAMFORD ADVISERS LLC**

*By: /s/ Peter A. Lusk*
*Peter A. Lusk*
*Managing Member*

**FORSTMANN-LEFF ASSOCIATES L.P.**

By: FLA Asset Management, LLC
General Partner

*By: /s/ Peter A. Lusk*
*Peter A. Lusk*
*Executive Vice President*

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**FLA ADVISERS L.L.C.**

*By: /s/ Peter A. Lusk*
*Peter A. Lusk*
*Managing Member*

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# End of Filing

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