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BARNESANDNOBLE COM INC  
Form SC 13D/A  
April 07, 2003

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13D  
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND  
AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)  
(Amendment No. 2)\*

barnesandnoble.com inc.  
-----

(Name of Issuer)

CLASS A COMMON STOCK  
-----

(Title of Class of Securities)

067846 10 5  
-----

(CUSIP Number)

Mr. Leonard Riggio  
Barnes & Noble, Inc.  
122 Fifth Avenue  
New York, NY 10011

with copies to:

Jay M. Dorman, Esq.  
Bryan Cave LLP  
1290 Avenue of the Americas  
New York, NY 10104

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

April 3, 2003  
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(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: [ ]

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

(Page 1 of 8 Pages)

\* 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 disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed

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to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act") or otherwise subject to the liabilities of that section of the Exchange Act but shall be subject to all other provisions of the Exchange Act (however, see the Notes).

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1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)  
  
Barnes & Noble, Inc.

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)

---

3 SEC USE ONLY

---

4 SOURCE OF FUNDS\*  
  
WC

---

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

---

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Delaware

---

NUMBER OF	7	SOLE VOTING POWER
SHARES	60,512,501	

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BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY	None	

---

EACH	9	SOLE DISPOSITIVE POWER
REPORTING	60,512,501	

---

PERSON	10	SHARED DISPOSITIVE POWER
WITH	None	

---

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
119,138,502

---

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

---

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
  
73.1%

---

14 TYPE OF REPORTING PERSON\*  
  
CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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<hr/>		
1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)	
	B&N.com Holding Corp.	
<hr/>		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
<hr/>		
3	SEC USE ONLY	
<hr/>		
4	SOURCE OF FUNDS*	
	WC	
<hr/>		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)	<input type="checkbox"/>
<hr/>		
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
<hr/>		
NUMBER OF	7	SOLE VOTING POWER
SHARES	60,512,501	
<hr/>		
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY	None	
<hr/>		
EACH	9	SOLE DISPOSITIVE POWER
REPORTING	60,512,501	
<hr/>		
PERSON	10	SHARED DISPOSITIVE POWER
WITH	None	
<hr/>		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	119,138,502	
<hr/>		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	<input type="checkbox"/>
<hr/>		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	73.1%	
<hr/>		
14	TYPE OF REPORTING PERSON*	
	CO	

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

This Amendment No. 2 to Schedule 13D is being filed by Barnes & Noble, Inc. and its wholly owned subsidiary B&N.com Holding Corp., each Delaware corporations (collectively, the "Reporting Persons"), to amend the Schedule 13D filed by the Reporting Persons on November 1, 2002 (the "Schedule 13D"), and amended on November 15, 2002 by Amendment No. 1 ("Amendment No. 1"), with

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respect to beneficial ownership of Class A Common Stock, \$0.001 par value per share (the "Shares"), of barnesandnoble.com inc., a Delaware corporation (the "Issuer").

In accordance with Exchange Act Rule 13d-2, this amendment amends and supplements only information that has materially changed since the November 15, 2002 filing of Amendment No. 1. Unless otherwise indicated herein, terms used and defined in the Schedule 13D shall have the same respective meanings herein as are ascribed to such terms in the Schedule 13D.

### Item 5. Interest in Securities of the Issuer.

(i) Item 5(a) of the Schedule 13D is hereby amended to replace the third paragraph of Item 5(a) with the following paragraph:

"As of April 3, 2003, the Reporting Persons beneficially owned, within the meaning of Exchange Act Rule 13d-3, 119,138,502 Shares, representing approximately 73.1% of the outstanding Shares of the Issuer. These Shares consisted of the following: (i) 57,500,001 Shares which the Reporting Persons had the right to acquire within 60 days upon conversion of (A) their one share of super voting common stock in the Issuer and (B) their 57,500,000 membership units in bn.com; (ii) 57,500,001 Shares which Bertelsmann had the right to acquire within 60 days upon conversion of (A) its one share of super voting common stock in the Issuer and (B) its 57,500,000 membership units in bn.com; and (iii) an additional 3,012,500 Shares purchased by the Reporting Persons and an additional 1,126,000 Shares purchased by Bertelsmann since October 2, 2002."

(ii) Item 5(a) is hereby amended to replace in its entirety the Schedule B referred to therein with the Schedule B attached hereto.

(iii) Item 5(b) of the Schedule 13D is hereby amended to read in its entirety as follows:

"(b) The Reporting Persons have sole power to vote and to dispose of the 58,034,001 Shares they beneficially owned prior to the formation of a group with Bertelsmann on October 22, 2002, as well as the additional 2,478,500 Shares purchased by the Reporting Persons since the formation of the group. The Reporting Persons do not have any power, whether sole or shared, to vote or to dispose of any of the 57,500,001 Shares beneficially owned by Bertelsmann prior to the formation of the group or any of the 1,126,000 Shares purchased by Bertelsmann since the formation of the group."

(iv) Schedule C of the Schedule 13D is hereby amended to add the following purchases by B&N.com Holding Corp. to the end of Section A of said Schedule C, as said Schedule C was previously amended by Amendment No. 1:

Date	Number of Shares Purchased	Price Per Share
November 15, 2002	35,500	\$1.4175
November 18, 2002	17,500	\$1.6057
November 19, 2002	25,000	\$1.5520
November 26, 2002	20,000	\$1.7500
January 30, 2003	25,000	\$1.0820
January 31, 2003	32,000	\$1.0703
February 3, 2003	29,000	\$1.0914
February 4, 2003	12,500	\$1.0780
February 5, 2003	29,000	\$1.1366
February 6, 2003	1,005,000	\$1.0900
February 7, 2003	25,000	\$1.1000

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February 10, 2003	20,000	\$1.0800
February 21, 2003	25,000	\$1.0500
February 25, 2003	21,000	\$1.1000
February 26, 2003	10,000	\$1.1000
March 3, 2003	20,500	\$1.1524
March 4, 2003	20,500	\$1.1485
March 5, 2003	15,000	\$1.1700
March 24, 2003	23,500	\$1.3091
March 25, 2003	15,000	\$1.3883
April 3, 2003	40,000	\$1.5300

(v) Schedule C of the Schedule 13D is hereby amended to add the following transactions to the end of Section B of said Schedule C, as said Schedule C was previously amended by Amendment No. 1:

"(2) On December 20, 2002, Leonard Riggio, the Chairman of the Board of the Reporting Persons, sold 400,000 Shares to Marie Toulantis, Chief Executive Officer of the Issuer, at \$1.10 per share.

(3) On February 12, 2003, Michael N. Rosen, the Secretary and a Director of the Reporting Persons, purchased 20,000 shares at \$1.08 per share and 10,000 shares at \$1.07 per share in open market transactions."

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SIGNATURE

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: April 7, 2003

BARNES & NOBLE, INC.

By: /s/ John C. Weisenseel

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John C. Weisenseel  
Vice President, Treasurer

B&N.COM HOLDING CORP.

By: /s/ John C. Weisenseel

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John C. Weisenseel  
Vice President, Treasurer

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SCHEDULE B

BENEFICIAL OWNERSHIP OF CLASS A COMMON STOCK OF BARNESANDNOBLE.COM INC.  
BY EXECUTIVE OFFICERS AND DIRECTORS OF BARNES & NOBLE, INC.  
AND B&N.COM HOLDING CORP.

To the knowledge of the Reporting Persons, the following table sets forth the number and percentage of shares of Class A Common Stock of barnesandnoble.com

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inc. ("Shares") owned by the executive officers and directors of Barnes & Noble, Inc. and B&N.com Holding Corp. Any such executive officer or director not named below is believed by the Reporting Persons to own no Shares. To the knowledge of the Reporting Persons, except as indicated below, the persons listed below have sole voting and dispositive power with respect to the Shares opposite their name.

Name and Title of Executive Officer or Director	Number (and Percentage) of Shares Beneficially Owned(1)
Leonard Riggio, Chairman of the Board	2,014,437 (1.2%)
Stephen Riggio, Vice Chairman	3,580,000 (2.2%) (2)
Mitchell S. Klipper, Chief Operating Officer	234,710 (0.1%) (3)
J. Alan Kahn, President of Barnes & Noble Publishing Group	83,333 (0.1%)
Lawrence S. Zilavy, Chief Financial Officer	300 (0.0%)
William F. Duffy, Executive Vice President, Distribution and Logistics	830,500 (0.5%) (4)
Mary Ellen Keating, Senior Vice President, Corporate Communications	332 (0.0%)
Gary A. King, Vice President and Chief Information Officer	1,011,190 (0.6%) (5)
Michael N. Rosen, Secretary and Director	100,000 (0.1%) (6)
Matthew A. Berdon, Director	95,000 (0.1%)
Michael Del Giudice, Director	4,100 (0.0%)
William Dillard, II, Director	15,000 (0.0%)
Irene R. Miller, Director	10,000 (0.0%)
Margaret T. Monaco, Director	9,275 (0.0%)
William Sheluck, Jr., Director	60,000 (0.0%)

(1) Percentage determined after giving effect to beneficial ownership of Shares by Barnes & Noble, Inc. and Bertelsmann AG (i.e. after giving effect to the conversion of their super voting stock and membership units into Shares). Without giving effect to that conversion, the percentages in the above table would be 4.2%, 7.0%, 0.5%, 0.2%, 0.0%, 1.7%, 0.0%, 2.1% , 0.2%, 0.2%, 0.0%, 0.0%, 0.0%, 0.0% and 0.1%, respectively.

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SCHEDULE B (Continued) (2) Includes 3,380,000 Shares for which Mr. Riggio has an option to purchase exercisable within 60 days of the date of this Statement.

(3) Mr. Klipper's wife has sole voting and dispositive power over 7,700 of these Shares.

(4) All of these Shares are Shares for which Mr. Duffy has an option to purchase exercisable within 60 days of the date of this Statement.

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(5) Includes 1,011,000 Shares for which Mr. King has an option to purchase exercisable within 60 days of the date of this Statement. The remaining 190 Shares are owned by Mr. King's wife, and she has sole voting and dispositive power with respect to those Shares.

(6) Includes 40,000 Shares for which Mr. Rosen has an option to purchase exercisable within 60 days of the date of this Statement.

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