

BARNES & NOBLE INC
Form 8-K
September 29, 2017

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 29, 2017 (September 28, 2017)

BARNES & NOBLE, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

1-12302
(Commission

File Number)

06-1196501
(IRS Employer

Identification No.)

122 Fifth Avenue, New York, New York

10011

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (212) 633-3300

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On September 6, 2017, Barnes & Noble, Inc. (the Company) announced that the Company and Mary Amicucci, the Company's Chief Merchandising Officer, mutually agreed that Ms. Amicucci would be leaving the Company on September 29, 2017 (the Separation Date).

In connection therewith, the Company and Ms. Amicucci have entered into a General Release and Waiver, dated September 28, 2017 (the Release Agreement), pursuant to which Ms. Amicucci has released the Company and its subsidiaries from all claims relating to her employment and termination of employment.

Pursuant to the Release Agreement, and in consideration of her release of claims thereunder, Ms. Amicucci will receive (A) cash severance of \$656,250, payable over 65 weeks (such period, the Separation Period) and (B) continued medical coverage until the end of the Separation Period pursuant to the Consolidated Omnibus Budget Reconciliation Act of 1985, as amended, at the subsidized employee premium rate. Ms. Amicucci will also be provided with outplacement services for three months.

Under the terms of the Release Agreement, Ms. Amicucci has agreed not to, during the Separation Period, (i) recruit or hire or offer to employ or retain any person who is (or, during the one-year period prior to the Separation Date, was) employed by or retained by the Company or any of its affiliates or (ii) become employed, retained by or perform services for certain specified competitors of the Company and the affiliates of such competitors. Ms. Amicucci is also bound by a perpetual confidentiality covenant and a covenant pursuant to which Ms. Amicucci has agreed not to disparage the Company, its subsidiaries or any related persons.

A copy of the Release Agreement is attached hereto as Exhibit 10.1.

Item 9.01 Financial Statements and Exhibits

(d) Exhibit

Exhibit No.	Description of Exhibit
10.1	<u>Release Agreement with Mary Amicucci</u>

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

BARNES & NOBLE, INC.,

Date: September 29, 2017

By: /s/ Bradley A. Feuer

Name: Bradley A. Feuer

Vice President, General Counsel & Corporate

Title: Secretary