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	7.	Sole Voting Power 1,117,646 (1)
Number of Shares Beneficially Owned by Each Reporting Person With	8.	Shared Voting Power None
	9.	Sole Dispositive Power 1,117,646 (1)
	10.	Shared Dispositive Power None
	11.	Aggregate Amount Beneficially Owned by Each Reporting Person 1,117,646 (1)
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/> Excludes shares beneficially owned by the executive officers and directors of Liberty.	
13.	Percent of Class Represented by Amount in Row (11) 1.8%(2)	
14.	Type of Reporting Person (See Instructions) CO	

(1) Sole voting power and dispositive power is held indirectly through control of Liberty GIC, Inc., a wholly owned subsidiary of the Reporting Person.

(2) Based on 60,999,524 shares of Common Stock outstanding as of February 28, 2014, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on March 5, 2014 and, as required by Rule 13d-3 under the Exchange Act, assuming the exercise of all rights to acquire ordinary shares held by the Reporting Person and exercisable within 60 days after April 2, 2014.

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

**SCHEDULE 13D/A**  
**(Amendment No. 1)**

Statement of

**LIBERTY MEDIA CORPORATION**

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

in respect of

**BARNES & NOBLE, INC.**

This Report on Schedule 13D relates to the shares of common stock, par value \$0.001 per share (the "Common Stock"), of Barnes & Noble, Inc., a Delaware corporation (the "Issuer"). The Schedule 13D originally filed with the Securities and Exchange Commission (the "Commission") with respect to the Issuer by Liberty Media Corporation, a Delaware corporation (the "Reporting Person" or "Liberty"), on January 22, 2013 (the "Liberty Schedule 13D") is hereby amended and supplemented to include the information set forth herein.

This amended Statement on Schedule 13D/A (this "Amendment") constitutes Amendment No. 1 to the Liberty Schedule 13D. Capitalized terms not defined herein have the meanings given to such terms in the Liberty Schedule 13D. Except as set forth herein, the Liberty Schedule 13D is unmodified.

**Item 4. Purpose of Transaction**

*The information contained in Item 4f s lo*

On April 2, 2014, the Reporting Person's subsidiary, Liberty GIC, Inc. ("Liberty GIC"), entered into agreements to sell 185,000 shares of Series J Preferred Stock, or approximately 90.

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