

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <b>ABRAMS CAPITAL MANAGEMENT, L.P.</b>  (Last) (First) (Middle) <b>222 BERKELEY STREET, 21ST FLOOR</b>  (Street) <b>BOSTON MA 02116</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>Barnes &amp; Noble Education, Inc. [ BNED ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>03/01/2018</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 ("Common Stock")	03/01/2018		S		124,101	D	\$8.0135 <sup>(1)</sup>	6,113,875	I	See Footnotes <sup>(2)(3)(4)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <b>ABRAMS CAPITAL MANAGEMENT, L.P.</b>  (Last) (First) (Middle) <b>222 BERKELEY STREET, 21ST FLOOR</b>  (Street) <b>BOSTON MA 02116</b>  (City) (State) (Zip)		
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1. Name and Address of Reporting Person*		
<a href="#">ABRAMS CAPITAL MANAGEMENT, LLC</a>		
(Last)	(First)	(Middle)
222 BERKELEY STREET, 21ST FLOOR		
(Street)		
BOSTON	MA	02116
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">ABRAMS CAPITAL, LLC</a>		
(Last)	(First)	(Middle)
222 BERKELEY STREET, 21ST FLOOR		
(Street)		
BOSTON	MA	02116
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Abrams Capital Partners II, L.P.</a>		
(Last)	(First)	(Middle)
222 BERKELEY STREET, 21ST FLOOR		
(Street)		
BOSTON	MA	02116
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Abrams David C</a>		
(Last)	(First)	(Middle)
222 BERKELEY STREET, 21ST FLOOR		
(Street)		
BOSTON	MA	02116
(City)	(State)	(Zip)

**Explanation of Responses:**

1. Represents the weighted average purchase price of shares purchased in a series of open market transactions on the transaction date at prices ranging from \$7.95 to \$8.01724 per share. The Reporting Persons undertake to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each price.
2. Shares reported herein as beneficially owned by Abrams Capital, LLC ("Abrams Capital") represent shares held for the account of private investment funds, including Abrams Capital Partners II, L.P. ("ACP II"), for which Abrams Capital serves as general partner. Shares reported herein for Abrams Capital Management, L.P. (the "LP") and Abrams Capital Management, LLC (the "LLC") represent the above-referenced shares beneficially owned by Abrams Capital and shares beneficially owned by another private investment fund for which the LP serves as investment manager. The LLC is the general partner of the LP. Shares reported herein for Mr. Abrams represent the above referenced shares reported for Abrams Capital and the LLC. Mr. Abrams is the managing member of Abrams Capital and the LLC.
3. Each of the Reporting Persons disclaims beneficial ownership of the shares reported herein except to the extent of its or his pecuniary interest in such shares, and the inclusion of such securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose.
4. Of the shares sold on March 1, 2018, 99,982 shares were held for the account of ACP II, 117,443 shares may be deemed to have been beneficially owned by Abrams Capital and all of such shares may be deemed to have been beneficially owned by Mr. Abrams, the LP and the LLC. As of March 1, 2018, 4,925,620 of the shares reported herein are held for the account of ACP II, Abrams Capital may be deemed to beneficially own 5,785,867 of the shares reported herein, and Mr. Abrams, the LP and the LLC may be deemed to beneficially own all of such shares.

[/s/ Abrams Capital Management, L.P., by Abrams Capital Management, LLC, 03/05/2018 the General Partner, by David C. Abrams, Managing Member](#)  
[/s/ Abrams Capital Management, LLC, by David C. Abrams, Managing Member 03/05/2018](#)

/s/ Abrams Capital, LLC, by  
David C. Abrams, Managing 03/05/2018  
Member  
/s/ David C. Abrams 03/05/2018  
/s/ Abrams Capital Partners II,  
L.P., by Abrams Capital, LLC, 03/05/2018  
its General Partner, by David  
C. Abrams, Managing Member  
\*\* Signature of Reporting Person    Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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