

BOOKS A MILLION INC

Form 4

December 14, 2015

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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 OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FINLEY TERRANCE G

(Last) (First) (Middle)

**402 INDUSTRIAL LN, C/O
BOOKS A MILLION**

(Street)

BIRMINGHAM, AL 35211

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
BOOKS A MILLION INC [BAMM]

3. Date of Earliest Transaction
(Month/Day/Year)
12/10/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____X____ Other (specify below)
CEO & President / See Remarks Below

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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)
Common Stock, \$0.01 par value per share	12/10/2015		J ⁽¹⁾	422,195	D	1,075	D
Common Stock, \$0.01 par value per share	12/10/2015		D ⁽²⁾	1,075	D	3.25	D
						0	

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FINLEY TERRANCE G 402 INDUSTRIAL LN C/O BOOKS A MILLION BIRMINGHAM, AL 35211	CEO & President See Remarks Below

Signatures

/s/ R. Todd Noden, by Power of
Attorney

12/14/2015

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

- (1) Pursuant to the Agreement and Plan of Merger, dated as of July 13, 2015, by and among the Issuer, Family Acquisition Holdings, Inc. ("Parent") and Family Merger Sub, Inc. ("Sub"), on December 10, 2015, Sub merged with and into the Issuer, with the Issuer surviving as a wholly owned subsidiary of Parent (the "Merger"). In connection with the Merger, in accordance with the terms of that certain rollover letter, dated July 13, 2015, by and among Parent, the reporting person and certain other rollover investors, the reporting person contributed these shares, valued at \$3.25 per share, to Parent immediately prior to the effectiveness of the Merger in exchange for capital stock in Parent. These shares included shares underlying restricted stock awards that vested in connection with the Merger.
- (2) In connection with the Merger, each of these shares, which were previously held through the Issuer's 401(k) plan, was converted into the right to receive \$3.25 in cash.

Remarks:

The reporting person may be deemed to be a member of a "group" (witin the meaning of Section 13(d)(3) of the Securities Ex

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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