

BOOKS A MILLION INC
Form SC 13D/A
December 10, 2015

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

SCHEDULE 13D/A

[Rule 13d-101]

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO**

§ 240.13d-2(a)

(Amendment No. 19)*

Books-A-Million, Inc.

(Name of Issuer)

Common Stock, par value \$0.01

(Title of Class of Securities)

098570-10-4

(CUSIP Number)

Abroms & Associates, P.C.

201 S. Court Street, Suite 610

Edgar Filing: BOOKS A MILLION INC - Form SC 13D/A

Florence, Alabama 35630

(256) 767-0740

Attention: Martin R. Abroms

Copy to:

Munger, Tolles & Olson LLP

355 South Grand Avenue

Los Angeles, California 90071

(213) 683-9100

Attention: Mary Ann Todd

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

December 10, 2015

(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 §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-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* § 240.13d-7 for other parties to whom copies are to be sent.

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

13D

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

ANDERSON BAMB HOLDINGS, LLC
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO
5 CHECK 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

BENEFICIALLY 0
8 SHARED VOTING POWER
OWNED BY

EACH
0
REPORTING 9 SOLE DISPOSITIVE POWER
PERSON

WITH 0
10 SHARED DISPOSITIVE POWER

11 0
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 0
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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

14 0%
TYPE OF REPORTING PERSON

OO

13D

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

CHARLES C. ANDERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

8 SHARED VOTING POWER

OWNED BY

EACH

0

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 0
10 SHARED DISPOSITIVE POWER

11 0
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 0
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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

14 0%
TYPE OF REPORTING PERSON

IN

13D

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

HILDA B. ANDERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

8 SHARED VOTING POWER

OWNED BY

EACH

0

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 0
10 SHARED DISPOSITIVE POWER

11 0
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 0
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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

14 0%
TYPE OF REPORTING PERSON

IN

13D

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

JOEL R. ANDERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

8 SHARED VOTING POWER

OWNED BY

EACH

0

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 0
10 SHARED DISPOSITIVE POWER

11 0
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 0
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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

14 0%
TYPE OF REPORTING PERSON

IN

13D

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

CHARLES C. ANDERSON, JR.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

8 SHARED VOTING POWER

OWNED BY

EACH

0

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 0
10 SHARED DISPOSITIVE POWER

11 0
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 0
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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

14 0%
TYPE OF REPORTING PERSON

IN

13D

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

CHARLES C. ANDERSON, III

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

8 SHARED VOTING POWER

OWNED BY

EACH

0

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 0
10 SHARED DISPOSITIVE POWER

11 0
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 0
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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

14 0%
TYPE OF REPORTING PERSON

IN

13D

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

TERRENCE C. ANDERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF/OO

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

8 SHARED VOTING POWER

OWNED BY

EACH

0

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 0
10 SHARED DISPOSITIVE POWER

11 0
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 0
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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

14 0%
TYPE OF REPORTING PERSON

IN

13D

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

CLYDE B. ANDERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF/OO

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

8 SHARED VOTING POWER

OWNED BY

EACH

0

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 0
10 SHARED DISPOSITIVE POWER

11 0
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 0
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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

14 0%
TYPE OF REPORTING PERSON

IN

13D

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

HAROLD M. ANDERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

8 SHARED VOTING POWER

OWNED BY

EACH

0

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 0
10 SHARED DISPOSITIVE POWER

11 0
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 0
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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

14 0%
TYPE OF REPORTING PERSON

IN

13D

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

HAYLEY ANDERSON MILAM

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

8 SHARED VOTING POWER

OWNED BY

EACH

0

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 0
10 SHARED DISPOSITIVE POWER

11 0
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 0
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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

14 0%
TYPE OF REPORTING PERSON

IN

13D

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

ASHLEY RUTH ANDERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

8 SHARED VOTING POWER

OWNED BY

EACH

0

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 0
10 SHARED DISPOSITIVE POWER

11 0
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 0
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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

14 0%
TYPE OF REPORTING PERSON

IN

13D

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

THE ASHLEY ANDERSON TRUST

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

ALABAMA

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

8 SHARED VOTING POWER

OWNED BY

EACH

0

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 0
10 SHARED DISPOSITIVE POWER

11 0
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 0
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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

14 0%
TYPE OF REPORTING PERSON

OO

13D

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

2 LAUREN A. ANDERSON IRREVOCABLE TRUST
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

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

6 ..
CITIZENSHIP OR PLACE OF ORGANIZATION

TENNESSEE
NUMBER OF 7 SOLE VOTING POWER
SHARES

BENEFICIALLY 0
8 SHARED VOTING POWER

OWNED BY

EACH
REPORTING 9 0
SOLE DISPOSITIVE POWER

PERSON

WITH 0
10 SHARED DISPOSITIVE POWER

11 0
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 0
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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

14 0%
TYPE OF REPORTING PERSON

OO

13D

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

2 OLIVIA BARBOUR ANDERSON 1995 TRUST
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

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

6 ..
CITIZENSHIP OR PLACE OF ORGANIZATION

ALABAMA

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 0
SOLE DISPOSITIVE POWER

PERSON

WITH 0
10 SHARED DISPOSITIVE POWER

11 0
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 0
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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

14 0%
TYPE OF REPORTING PERSON

OO

13D

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

ALEXANDRA RUTH ANDERSON IRREVOCABLE TRUST
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

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

..
6 CITIZENSHIP OR PLACE OF ORGANIZATION

ALABAMA
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0
8 SHARED VOTING POWER

OWNED BY

EACH 0
REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 0
10 SHARED DISPOSITIVE POWER

11 0
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 0
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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

14 0%
TYPE OF REPORTING PERSON

OO

13D

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

2 FIRST ANDERSON GRANDCHILDREN S TRUST FBO CHARLES C. ANDERSON, III
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 OO
CHECK 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

BENEFICIALLY 0
8 SHARED VOTING POWER
OWNED BY

EACH
REPORTING 9 0
SOLE DISPOSITIVE POWER
PERSON

WITH 0
10 SHARED DISPOSITIVE POWER

11 0
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 0
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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

14 0%
TYPE OF REPORTING PERSON

OO

13D

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

2 FIRST ANDERSON GRANDCHILDREN S TRUST FBO HAYLEY E. ANDERSON
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 OO
CHECK 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

BENEFICIALLY 0
8 SHARED VOTING POWER

OWNED BY

EACH
0
REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 0
10 SHARED DISPOSITIVE POWER

11 0
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 0
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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

14 0%
TYPE OF REPORTING PERSON

OO

13D

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

2 FIRST ANDERSON GRANDCHILDREN S TRUST FBO LAUREN A. ANDERSON
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 OO
CHECK 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

BENEFICIALLY 0
8 SHARED VOTING POWER
OWNED BY

EACH
REPORTING 9 0
SOLE DISPOSITIVE POWER
PERSON

WITH 0
10 SHARED DISPOSITIVE POWER

11 0
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 0
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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

14 0%
TYPE OF REPORTING PERSON

OO

13D

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

2 SECOND ANDERSON GRANDCHILDREN S TRUST FBO ALEXANDRA R. ANDERSON
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 OO
CHECK 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

BENEFICIALLY 0
8 SHARED VOTING POWER

OWNED BY

EACH
0
REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 0
10 SHARED DISPOSITIVE POWER

11 0
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 0
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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

14 0%
TYPE OF REPORTING PERSON

OO

13D

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

2 THIRD ANDERSON GRANDCHILDREN S TRUST FBO TAYLOR C. ANDERSON
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 OO
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR
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6 ..
CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE
NUMBER OF 7 SOLE VOTING POWER
SHARES

BENEFICIALLY 0
8 SHARED VOTING POWER
OWNED BY

EACH
REPORTING 9 0
SOLE DISPOSITIVE POWER
PERSON

WITH 0
10 SHARED DISPOSITIVE POWER

11 0
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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

14 0%
TYPE OF REPORTING PERSON

OO

13D

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

2 FOURTH ANDERSON GRANDCHILDREN S TRUST FBO CARSON C. ANDERSON
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 OO
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR
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CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE
NUMBER OF 7 SOLE VOTING POWER
SHARES

BENEFICIALLY 0
8 SHARED VOTING POWER
OWNED BY

EACH
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REPORTING 9 SOLE DISPOSITIVE POWER
PERSON

WITH 0
10 SHARED DISPOSITIVE POWER

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AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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

14 0%
TYPE OF REPORTING PERSON

OO

13D

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

2 FIFTH ANDERSON GRANDCHILDREN S TRUST FBO HAROLD M. ANDERSON
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 OO
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR
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CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

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REPORTING 0
9 SOLE DISPOSITIVE POWER

PERSON

WITH 0
10 SHARED DISPOSITIVE POWER

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CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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

14 0%
TYPE OF REPORTING PERSON

OO

13D

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

2 SIXTH ANDERSON GRANDCHILDREN S TRUST FBO BENTLEY B. ANDERSON
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 OO
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR
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CITIZENSHIP OR PLACE OF ORGANIZATION

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OWNED BY

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REPORTING 9 0
SOLE DISPOSITIVE POWER

PERSON

WITH 0
10 SHARED DISPOSITIVE POWER

11 0
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 0%
TYPE OF REPORTING PERSON

OO

13D

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

2 THE CHARLES C. ANDERSON FAMILY FOUNDATION
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

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

6 ..
CITIZENSHIP OR PLACE OF ORGANIZATION

ALABAMA
NUMBER OF 7 SOLE VOTING POWER
SHARES

BENEFICIALLY 0
8 SHARED VOTING POWER
OWNED BY

EACH
0
REPORTING 9 SOLE DISPOSITIVE POWER
PERSON

WITH 0
10 SHARED DISPOSITIVE POWER

11 0
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 0
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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

14 0%
TYPE OF REPORTING PERSON

OO

13D

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

2 THE JOEL R. ANDERSON FAMILY FOUNDATION
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

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

6 ..
CITIZENSHIP OR PLACE OF ORGANIZATION

ALABAMA
NUMBER OF 7 SOLE VOTING POWER
SHARES

BENEFICIALLY 0
8 SHARED VOTING POWER
OWNED BY

EACH
REPORTING 9 0
SOLE DISPOSITIVE POWER
PERSON

WITH 0
10 SHARED DISPOSITIVE POWER

11 0
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 0
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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

14 0%
TYPE OF REPORTING PERSON

OO

13D

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

THE CLYDE AND SUMMER ANDERSON FOUNDATION (formerly The Clyde B. Anderson Family Foundation)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

ALABAMA

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

8 SHARED VOTING POWER

OWNED BY

EACH

0

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 0
10 SHARED DISPOSITIVE POWER

11 0
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 0
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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

14 0%
TYPE OF REPORTING PERSON

OO

13D

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

KAYRITA M. ANDERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

8 SHARED VOTING POWER

OWNED BY

EACH

0

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 0
10 SHARED DISPOSITIVE POWER

11 0
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 0
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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

14 0%
TYPE OF REPORTING PERSON

IN

13D

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

TERRANCE G. FINLEY

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

8 SHARED VOTING POWER

OWNED BY

EACH

0

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 0
10 SHARED DISPOSITIVE POWER

11 0
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 0
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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

14 0%
TYPE OF REPORTING PERSON

IN

13D

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

R. TODD NODEN

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

8 SHARED VOTING POWER

OWNED BY

EACH

0

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 0
10 SHARED DISPOSITIVE POWER

11 0
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 0
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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

14 0%
TYPE OF REPORTING PERSON

IN

13D

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

JAMES F. TURNER

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

8 SHARED VOTING POWER

OWNED BY

EACH

0

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 0
10 SHARED DISPOSITIVE POWER

11 0
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 0
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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

14 0%
TYPE OF REPORTING PERSON

IN

This Amendment No. 19 (this *Amendment*) amends and supplements the Schedule 13D (as previously amended, this *Schedule 13D*) filed by the persons who are listed below as signatories to this Amendment with respect to the Common Stock, par value \$0.01 (the *Shares*), of Books-A-Million, Inc., a Delaware corporation, 402 Industrial Lane, Birmingham, Alabama 35211 (the *Issuer*). All capitalized terms used in this Amendment and not otherwise defined herein have the meanings ascribed to such terms in the original Schedule 13D and prior amendments hereto.

The Reporting Persons' beneficial ownership has dropped below the 5% Schedule 13D reporting threshold. Therefore, this Amendment constitutes the final amendment to the Reporting Persons' Schedule 13D and an exit filing for the Reporting Persons and terminates the Reporting Persons' obligation to further amend the Schedule 13D.

Item 4. Purpose of Transaction

Item 4 is hereby amended and supplemented by the addition of the following:

On December 10, 2015, pursuant to the terms of the Merger Agreement, and upon satisfaction of the conditions set forth therein, Sub was merged with and into the Issuer, with the Issuer surviving the Merger as a wholly-owned subsidiary of Parent. In connection with the Merger and pursuant to the Rollover Letter and the Management Rollover Agreements, the Reporting Persons contributed 9,744,593 Shares to Parent in exchange for equity interests in Parent (the *Rollover Shares*).

Except for Shares owned by holders who have properly exercised dissenters' rights under Delaware law, and except as described in the next sentence, on December 10, 2015, at the effective time of the Merger and by virtue of the Merger, each issued and outstanding share of the Issuer was cancelled and converted into the right to receive \$3.25 in cash, without interest. On December 10, 2015, at the effective time of the Merger and by virtue of the Merger, each Share owned by the Issuer as treasury stock and all Shares owned by Parent and Sub immediately prior to the effective time (including the Rollover Shares) were cancelled at the effective time of the Merger without payment of any consideration.

As a result of the transactions described above, the Reporting Persons no longer beneficially own any Shares.

The foregoing description of the Merger does not purport to be complete, and is qualified in its entirety by reference to the Merger Agreement, which is filed as Exhibit 20 hereto and is incorporated by reference into this Item 4.

Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended and restated in its entirety as follows:

(a)-(b) As a result of the transactions described in Item 4, as of December 10, 2015, the Reporting Persons no longer beneficially own any Shares. As such, the Reporting Persons no longer have any voting or dispositive power over any Shares.

(c) Except for the transactions described in Item 4, there were no transactions in the Shares effected by the Reporting Persons during the past 60 days.

(d) Not applicable.

(e) As a result of the transactions described in Item 4, on December 10, 2015, the Reporting Persons ceased to be the beneficial owners of more than five percent of the Shares.

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: December 10, 2015

ANDERSON BAMB HOLDINGS, LLC

By:

*

Name: Charles C. Anderson

Title: Director

*

Charles C. Anderson

*

Hilda B. Anderson

*

Joel R. Anderson

*

Charles C. Anderson, Jr.

*

Charles C. Anderson, III

*

Terrence C. Anderson

*

Clyde B. Anderson

*

Harold M. Anderson

*

Hayley Anderson Milam

*

Ashley Ruth Anderson

*

Kayrita M. Anderson

THE ASHLEY ANDERSON TRUST

By: *

Name: Cumberland Trust Investment Company

Title: Trustee

LAUREN A. ANDERSON IRREVOCABLE
TRUST

By: *

Name: Martin R. Abrams

Title: Trustee

OLIVIA BARBOUR ANDERSON 1995
TRUST

By: *

Name: Terrence C. Anderson

Title: Trustee

ALEXANDRA RUTH ANDERSON
IRREVOCABLE TRUST

By: *

Name: Charles C. Anderson

Title: Trustee

FIRST ANDERSON GRANDCHILDREN S
TRUST FBO CHARLES C. ANDERSON, III

By: *
Name: SunTrust Delaware Trust
Company
Title: Trustee

FIRST ANDERSON GRANDCHILDREN S
TRUST FBO HAYLEY E. ANDERSON

By: *
Name: SunTrust Delaware Trust
Company
Title: Trustee

FIRST ANDERSON GRANDCHILDREN S
TRUST FBO LAUREN A. ANDERSON

By: *
Name: SunTrust Delaware Trust
Company
Title: Trustee

SECOND ANDERSON
GRANDCHILDREN S TRUST FBO
ALEXANDRA R. ANDERSON

By: *
Name: SunTrust Delaware Trust
Company
Title: Trustee

THIRD ANDERSON GRANDCHILDREN S
TRUST FBO TAYLOR C. ANDERSON

By: *
Name: SunTrust Delaware Trust
Company
Title: Trustee

FOURTH ANDERSON
GRANDCHILDREN S TRUST FBO
CARSON C. ANDERSON

By: *
Name: SunTrust Delaware Trust Company
Title: Trustee

FIFTH ANDERSON GRANDCHILDREN S
TRUST FBO HAROLD M. ANDERSON

By: *
Name: SunTrust Delaware Trust Company
Title: Trustee

SIXTH ANDERSON GRANDCHILDREN S
TRUST FBO BENTLEY B. ANDERSON

By: *
Name: SunTrust Delaware Trust Company
Title: Trustee

THE CHARLES C. ANDERSON FAMILY
FOUNDATION

By: *
Name: Charles C. Anderson
Title: Chairman

THE JOEL R. ANDERSON FAMILY
FOUNDATION

By: *
Name: Joel R. Anderson
Title: Chairman

THE CLYDE AND SUMMER ANDERSON
FOUNDATION

By: *

Name: Clyde B. Anderson

Title: Chairman

/s/ Terrance G. Finley
Terrance G. Finley

/s/ R. Todd Noden
R. Todd Noden

/s/ James F. Turner
James F. Turner

As attorney-in-fact*

ABROMS & ASSOCIATES, P.C.

By: /s/ Martin R. Abroms

Name: Martin R. Abroms

Title: President