

BOOKS A MILLION INC  
Form SC 13D/A  
May 03, 2012

# **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. 9)\***

**Books-A-Million, Inc.**

**(Name of Issuer)**

**Common Stock, par value \$0.01**  
**(Title of Class of Securities)**

**098570-10-4**  
**(CUSIP Number)**

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

**Abroms & Associates, P.C.**

**201 S. Court Street, Suite 610**

**Florence, Alabama 35630**

**(256) 767-0740**

**Attention: Martin R. Abroms**

*Copy to:*

**Maynard, Cooper & Gale, PC**

**1901 Sixth Avenue North Suite 2400**

**Birmingham, Alabama 35203-2618**

**(205) 254-1000**

**Attention: Christopher B. Harmon**

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

**April 27, 2012**

**(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

**1,513,302**

**8** SHARED VOTING POWER

OWNED BY

EACH

REPORTING

**0**

**9** SOLE DISPOSITIVE POWER

PERSON

WITH

**1,513,302**

**10** SHARED DISPOSITIVE POWER

**0**

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**8,491,228 (See Item 2)**

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

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

**53.1%**

**14** 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

**83,000**

**8** SHARED VOTING POWER

OWNED BY

EACH

REPORTING

**0**

**9** SOLE DISPOSITIVE POWER

PERSON

WITH

**83,000**

**10** SHARED DISPOSITIVE POWER

**0**

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**8,491,228 (See Item 2)**

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

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

**53.1%**

**14** 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

**14,111**

**8** SHARED VOTING POWER

OWNED BY

EACH

REPORTING

**0**

**9** SOLE DISPOSITIVE POWER

PERSON

WITH

**14,111**

**10** SHARED DISPOSITIVE POWER

- 0**
- 11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 12** **8,491,228 (See Item 2)**  
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- 13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 14** **53.1%**  
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

**1,614,874**

**8** SHARED VOTING POWER

OWNED BY

EACH

REPORTING

**0**

**9** SOLE DISPOSITIVE POWER

PERSON

WITH

**1,614,874**

**10** SHARED DISPOSITIVE POWER

**0**

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**8,491,228 (See Item 2)**

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

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

**53.1%**

**14** 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

**273,284**

**8** SHARED VOTING POWER

OWNED BY

EACH

REPORTING

**0**

**9** SOLE DISPOSITIVE POWER

PERSON

WITH

**273,284**

**10** SHARED DISPOSITIVE POWER

**0**

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**8,491,228 (See Item 2)**

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

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

**53.1%**

**14** 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

**23,794**

**8** SHARED VOTING POWER

OWNED BY

EACH

REPORTING

**0**

**9** SOLE DISPOSITIVE POWER

PERSON

WITH

**23,794**

**10** SHARED DISPOSITIVE POWER

**0**

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**8,491,228 (See Item 2)**

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

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

**53.1%**

**14** 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

**7,501**

**8** SHARED VOTING POWER

OWNED BY

EACH

REPORTING

**0**

**9** SOLE DISPOSITIVE POWER

PERSON

WITH

**2,500**

**10** SHARED DISPOSITIVE POWER

**0**

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**8,491,228 (See Item 2)**

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

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

**53.1%**

**14** 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

**2,744,863**

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING

**1,591,739**

9 SOLE DISPOSITIVE POWER

PERSON

WITH

**2,521,443**

10 SHARED DISPOSITIVE POWER

**1,591,739**

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**8,491,228 (See Item 2)**

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

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

**53.1%**

**14** 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

**377,197**

**8** SHARED VOTING POWER

OWNED BY

EACH

REPORTING

**0**

**9** SOLE DISPOSITIVE POWER

PERSON

WITH

**377,197**

**10** SHARED DISPOSITIVE POWER

**0**

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**8,491,228 (See Item 2)**

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

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

**53.1%**

**14** 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

**25,380**

**8** SHARED VOTING POWER

OWNED BY

EACH

REPORTING

**0**

**9** SOLE DISPOSITIVE POWER

PERSON

WITH

**25,380**

**10** SHARED DISPOSITIVE POWER

**0**

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**8,491,228 (See Item 2)**

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

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

**53.1%**

**14** 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

REPORTING

**84,000**

9 SOLE DISPOSITIVE POWER

PERSON

WITH

**0**

10 SHARED DISPOSITIVE POWER

- 84,000**
- 11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 8,491,228 (See Item 2)**
- 12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- 13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 53.1%**
- 14** 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 **84,000**

OWNED BY **8** SHARED VOTING POWER

EACH

REPORTING **0**  
**9** SOLE DISPOSITIVE POWER

PERSON

WITH

**84,000**  
**10** SHARED DISPOSITIVE POWER

**0**

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**8,491,228 (See Item 2)**

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

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

**53.1%**

**14** TYPE OF REPORTING PERSON

**OO**

13D

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

**IRREVOCABLE TRUST OF CHARLES C. ANDERSON, JR. FOR THE PRIMARY BENEFIT OF  
LAUREN ARTIS 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

**TENNESSEE**

NUMBER OF **7** SOLE VOTING POWER

SHARES

BENEFICIALLY **25,380**

OWNED BY **8** SHARED VOTING POWER

EACH

REPORTING **0**  
**9** SOLE DISPOSITIVE POWER

PERSON

WITH

**25,380**  
**10** SHARED DISPOSITIVE POWER

**0**

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**8,491,228 (See Item 2)**

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

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

**53.1%**

**14** 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 **1,200**  
OWNED BY **8** SHARED VOTING POWER

EACH

REPORTING **0**  
PERSON **9** SOLE DISPOSITIVE POWER

PERSON

WITH **1,200**  
**10** SHARED DISPOSITIVE POWER

**0**

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**8,491,228 (See Item 2)**

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

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

**53.1%**

**14** 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 **1,200**

OWNED BY **8** SHARED VOTING POWER

EACH

REPORTING **0**  
**9** SOLE DISPOSITIVE POWER

PERSON

WITH

**1,200**  
**10** SHARED DISPOSITIVE POWER

**0**

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**8,491,228 (See Item 2)**

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

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

**53.1%**

**14** 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

**ALABAMA**

NUMBER OF **7** SOLE VOTING POWER

SHARES

BENEFICIALLY **11,224**  
**8** SHARED VOTING POWER

OWNED BY

EACH

REPORTING **0**  
**9** SOLE DISPOSITIVE POWER

PERSON

WITH

**11,224**  
**10** SHARED DISPOSITIVE POWER

**0**

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**8,491,228 (See Item 2)**

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

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

**53.1%**

**14** TYPE OF REPORTING PERSON

**OO**

13D

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

**FIRST ANDERSON GRANDCHILDREN S TRUST FBO HAYLEY E. 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

**ALABAMA**

NUMBER OF **7** SOLE VOTING POWER

SHARES

BENEFICIALLY **11,224**

OWNED BY **8** SHARED VOTING POWER

EACH

REPORTING **0**  
**9** SOLE DISPOSITIVE POWER

PERSON

WITH

**11,224**  
**10** SHARED DISPOSITIVE POWER

**0**

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**8,491,228 (See Item 2)**

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

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

**53.1%**

**14** 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

**ALABAMA**

NUMBER OF **7** SOLE VOTING POWER

SHARES

BENEFICIALLY **11,224**

OWNED BY **8** SHARED VOTING POWER

EACH

REPORTING **0**  
**9** SOLE DISPOSITIVE POWER

PERSON

WITH

**11,224**  
**10** SHARED DISPOSITIVE POWER

**0**

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**8,491,228 (See Item 2)**

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

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

**53.1%**

**14** 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

**ALABAMA**

NUMBER OF **7** SOLE VOTING POWER

SHARES

BENEFICIALLY **11,224**  
**8** SHARED VOTING POWER

OWNED BY

EACH

REPORTING **0**  
**9** SOLE DISPOSITIVE POWER

PERSON

WITH

**11,224**  
**10** SHARED DISPOSITIVE POWER

**0**

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**8,491,228 (See Item 2)**

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

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

**53.1%**

**14** 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 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

**ALABAMA**

NUMBER OF **7** SOLE VOTING POWER

SHARES

BENEFICIALLY **11,224**  
**8** SHARED VOTING POWER

OWNED BY

EACH

REPORTING **0**  
**9** SOLE DISPOSITIVE POWER

PERSON

WITH

**11,224**  
**10** SHARED DISPOSITIVE POWER

**0**

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**8,491,228 (See Item 2)**

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

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

**53.1%**

**14** 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 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

**ALABAMA**

NUMBER OF **7** SOLE VOTING POWER

SHARES

BENEFICIALLY **11,224**  
**8** SHARED VOTING POWER

OWNED BY

EACH

REPORTING **0**  
**9** SOLE DISPOSITIVE POWER

PERSON

WITH

**11,224**  
**10** SHARED DISPOSITIVE POWER

**0**

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**8,491,228 (See Item 2)**

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

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

**53.1%**

**14** 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 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

**ALABAMA**

NUMBER OF **7** SOLE VOTING POWER

SHARES

BENEFICIALLY **11,224**  
**8** SHARED VOTING POWER

OWNED BY

EACH

REPORTING **0**  
**9** SOLE DISPOSITIVE POWER

PERSON

WITH

**11,224**  
**10** SHARED DISPOSITIVE POWER

**0**

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**8,491,228 (See Item 2)**

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

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

**53.1%**

**14** 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 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

**ALABAMA**

NUMBER OF **7** SOLE VOTING POWER

SHARES

BENEFICIALLY **11,224**  
**8** SHARED VOTING POWER

OWNED BY

EACH

REPORTING **0**  
**9** SOLE DISPOSITIVE POWER

PERSON

WITH

**11,224**  
**10** SHARED DISPOSITIVE POWER

**0**

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**8,491,228 (See Item 2)**

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

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

**53.1%**

**14** TYPE OF REPORTING PERSON

**OO**



13D

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

**THE CHARLES C. 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

**83,000**

OWNED BY **8** SHARED VOTING POWER

EACH

REPORTING

**0**

**9** SOLE DISPOSITIVE POWER

PERSON

WITH

**83,000**

**10** SHARED DISPOSITIVE POWER

**0**

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**8,491,228 (See Item 2)**

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

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

**53.1%**

**14** 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 **83,000**

OWNED BY **8** SHARED VOTING POWER

EACH

REPORTING **0**  
**9** SOLE DISPOSITIVE POWER

PERSON

WITH

**83,000**  
**10** SHARED DISPOSITIVE POWER

**0**

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**8,491,228 (See Item 2)**

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

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

**53.1%**

**14** 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 **46,000**

OWNED BY **8** SHARED VOTING POWER

EACH

REPORTING **0**  
**9** SOLE DISPOSITIVE POWER

PERSON

WITH

**46,000**  
**10** SHARED DISPOSITIVE POWER

**0**

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**8,491,228 (See Item 2)**

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

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

**53.1%**

**14** 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

**20,611**

**8** SHARED VOTING POWER

OWNED BY

EACH

REPORTING

**0**

**9** SOLE DISPOSITIVE POWER

PERSON

WITH

**20,611**

**10** SHARED DISPOSITIVE POWER

**0**

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**8,491,228 (See Item 2)**

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

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

**53.1%**

**14** TYPE OF REPORTING PERSON

**IN**



13D

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

**CLYDE B. ANDERSON 2012 GRAT**

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

**1,591,739**

**8** SHARED VOTING POWER

OWNED BY

EACH

REPORTING

**0**

**9** SOLE DISPOSITIVE POWER

PERSON

WITH

**1,591,739**

**10** SHARED DISPOSITIVE POWER

**0**

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**8,491,228 (See Item 2)**

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

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

**53.1%**

**14** TYPE OF REPORTING PERSON

**OO**

13D

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

**TERRY C. ANDERSON 2012 GRAT**

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 **374,740**

OWNED BY **8** SHARED VOTING POWER

EACH

REPORTING **0**  
**9** SOLE DISPOSITIVE POWER

PERSON

WITH

**374,740**  
**10** SHARED DISPOSITIVE POWER

**0**

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**8,491,228 (See Item 2)**

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

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

**53.1%**

**14** TYPE OF REPORTING PERSON

**OO**

13D

CUSIP No. 098570-10-4

1 NAME OF REPORTING PERSON

**CHARLES C. ANDERSON 2012 GRAT**

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 **2,081,076**

OWNED BY **8** SHARED VOTING POWER

EACH

REPORTING **0**  
**9** SOLE DISPOSITIVE POWER

PERSON

WITH

**2,081,076**  
**10** SHARED DISPOSITIVE POWER

**0**

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**8,491,228 (See Item 2)**

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

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

**53.1%**

**14** TYPE OF REPORTING PERSON

**OO**

**Item 1. Security and Issuer**

This Amendment No. 9 (this **Amendment**) amends and supplements the Schedule 13D/A filed on April 30, 2012 (as previously amended, this **Schedule 13D**) by the Reporting 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.

This Amendment is being filed to report a change in the form of ownership of Shares held by one of the Reporting Persons and the addition of a party to the Group Administration Agreement (the **GAA**, as further defined below), pursuant to which the Reporting Persons file this Schedule 13D.

Pursuant to that certain Agreement dated as of April 27, 2012 between Charles C. Anderson, a Reporting Person (Charles C. Anderson), as settlor, and Clyde B. Anderson, as trustee, Mr. Anderson established the Charles C. Anderson 2012 GRAT, a grantor retained annuity trust administered in accordance with the laws of the State of Alabama. In connection therewith, Mr. Anderson transferred and delivered to the trustee as principal of the GRAT an aggregate amount of 2,081,076 Shares. As a result of the transfer, the Charles C. Anderson 2012 GRAT has joined as an additional party to the GAA.

The GRAT has executed a joinder to the GAA, which joinder is filed herewith. Charles C. Anderson remains a party to the GAA.

The transactions described herein had no effect on the aggregate amount of Shares owned by the Reporting Persons.

**Item 2. Identity and Background**

(a)-(c) This statement is jointly filed by the entities and persons listed below (each individually a **Reporting Person** and collectively the **Reporting Persons**). The Reporting Persons are making this single, joint filing because they may be deemed to constitute a group within the meaning of Section 13(d)(3) of the Act. Each of the aforementioned Reporting Persons has entered into that certain Group Administration Agreement dated as of April 9, 2007 (the **Group Administration Agreement** or the **GAA**, a copy of which was previously filed as Exhibit 1 to this Schedule 13D), as supplemented by that certain Joinder to Group Administration Agreement dated as of September 2, 2008 (a copy of which was previously filed as Exhibit 3 to this Schedule 13D), that certain Joinder to Group Administration Agreement dated as of March 12, 2012 (a copy of which was previously filed as Exhibit 7 to this Schedule 13D), that certain Joinder to Group Administration Agreement dated as of March 13, 2012 (a copy of which was previously filed as Exhibit 8 to this 13D) and that certain Joinder to Group Administration Agreement dated as of April 27, 2012 (a copy of which is filed herewith as Exhibit 11) with Abroms & Associates, P.C., an Alabama professional corporation (the **Group Administrator**), pursuant to which such persons have agreed to file this Schedule 13D jointly in accordance with the provisions of Rule 13d-1(k)(1) under the Act. Pursuant to the Group Administration Agreement, the Reporting Persons have agreed to coordinate and administer their individual transactions in the Common Stock of the Issuer in order to provide for the orderly purchase and disposition of Common Stock. The Reporting Persons do not have the power to vote or dispose of, or to direct the vote or disposition of, the Shares of any other Reporting Person, other than as otherwise set forth herein. Information contained in this Schedule 13D with respect to each of the Reporting Persons is given solely by such Reporting Person, and no Reporting Person assumes responsibility for the accuracy or completeness of any information provided by any other person.

The persons listed in clauses (ii) through (xi) and (xxvii) are collectively referred to as the **Individual Reporting Persons**. The entities listed in clauses (xii) through (xxiii) are collectively referred to as the **Trust Reporting Persons**. The entities listed in clauses (xxiv) through (xxvi) are collectively referred to as the **Family Foundation Reporting Persons**. The entities listed in clauses (xxviii) through (xxx) are collectively referred to as the **GRAT Reporting Persons**.

- (i) Anderson BAMB Holdings, LLC, a limited liability company organized under the laws of the State of Delaware ( **ABH** ). The business address of ABH is 201 South Court Street, Suite 610, Florence, Alabama 35630. The principal business of ABH is to serve as an investment vehicle for the persons who contribute Shares to ABH, initially by holding the Shares, and at a later date potentially buying or selling Shares or making other investments.

The directors of ABH are currently Charles C. Anderson, Joel R. Anderson, Charles C. Anderson, Jr., Terry C. Anderson and Clyde B. Anderson. Harold Anderson has the right to nominate himself to the Board of Directors of ABH at any time that he owns a membership interest in ABH.

The Reporting Persons (other than ABH, Kayrita M. Anderson, Ashley Ruth Anderson/The Ashley Anderson Trust, the Family Foundation Reporting Persons, Harold M. Anderson, with respect to 12,500 of his Shares, the Charles C. Anderson 2012 GRAT, and the Clyde B. Anderson 2012 GRAT and the Terry C. Anderson 2012 GRAT, which received their interests in ABH pursuant to the GRAT transactions described in Amendment No. 7 to this Schedule 13D) have contributed Shares to ABH in exchange for membership interests in ABH, pursuant to the Limited Liability Company Agreement of Anderson BAMB Holdings, LLC, dated as of April 9, 2007 (the **ABH LLC Agreement**, a copy of which was previously filed as Exhibit 2 to this Schedule 13D) by and among the Reporting Persons (other than Kayrita M. Anderson, Ashley Ruth Anderson/The Ashley Anderson Trust, the Family Foundation Reporting Persons and the GRAT Reporting Persons), as amended by that certain First Amendment to the Limited Liability Company Agreement of Anderson BAMB Holdings, LLC dated as of March 19, 2010 (a copy of which was previously filed as Exhibit 4 to this Schedule 13D) and the Second Amendment to the Limited Liability Company Agreement of Anderson BAMB Holdings, LLC dated as of March 13, 2012 (a copy of which was previously filed as Exhibit 5 to this Schedule 13D and is being re-filed herewith to correct an inadvertent error on Exhibit A thereto see Item 7 of this Schedule 13D). Pursuant to the ABH LLC Agreement, the Board of Directors of ABH is given the power and authority to perform all acts as may be necessary or appropriate to conduct the business of ABH, including the power and authority to sell or dispose of the assets held by ABH (which include the Shares contributed to ABH by the Reporting Persons).



- (ii) Charles C. Anderson, a United States citizen. Mr. Anderson's business address is 202 North Court Street, Florence, Alabama 35630, and his principal occupation is Managing Partner of Anderson & Anderson, LLC. Anderson & Anderson, LLC's principal business is real estate management.

Mr. Anderson, who previously reported his individual ownership of securities of the Issuer on Schedule 13G, will report his ownership of and transactions in securities of the Issuer as part of this group Schedule 13D for so long as the group is required to file.

- (iii) Hilda B. Anderson, a United States citizen. Mrs. Anderson's business address is c/o Abroms & Associates, 201 South Court Street, Suite 610, Florence, Alabama 35630, and her principal occupation is homemaker.

- (iv) Joel R. Anderson, a United States citizen. Mr. Anderson's business address is 202 North Court Street, Florence, Alabama 35630, and his principal occupation is General Partner of Anderson & Anderson, LLC. Anderson & Anderson, LLC's principal business is real estate management.

Mr. Anderson, who previously reported his individual ownership of securities of the Issuer on Schedule 13G, will report his ownership of and transactions in securities of the Issuer as part of this group Schedule 13D for so long as the group is required to file.

- (v) Charles C. Anderson, Jr., a United States citizen. Mr. Anderson's business address is 265 Brookview Town Centre Way, Suite 501, Knoxville, Tennessee 37919, and his principal occupation is President and Chief Executive Officer of Anderson Media Corporation. Anderson Media Corporation's principal business is wholesale distribution of periodicals, books and pre-recorded music.

- (vi) Charles C. Anderson, III, a United States citizen. Mr. Anderson's business address is 5/F Lippon Leighton Tower, 103-109 Leighton Road, Causeway Bay, Hong Kong, and his principal occupation is Purchasing Specialist for Anderson Management Services, Inc. Anderson Management Services, Inc.'s principal business is to perform management services for Anderson Media Corporation and certain of its merchandising and operating companies.

(vii) Terrence C. Anderson, a United States citizen. Mr. Anderson's business address is 4511 Helton Drive, Florence, Alabama 35630, and his principal occupation is Chief Executive Officer of American Promotional Events, Inc. American Promotional Events, Inc.'s principal business is pyrotechnics.

(viii) Clyde B. Anderson, a United States citizen. Mr. Anderson's business address is 402 Industrial Lane, Birmingham, Alabama 35211, and his principal occupation is Executive Chairman of the Board of Directors of the Issuer. The Issuer's principal business is book retailing.

Mr. Anderson, who previously reported his individual ownership of securities of the Issuer on Schedule 13G, will report his ownership of and transactions in securities of the Issuer as part of this group Schedule 13D for so long as the group is required to file.

(ix) Harold M. Anderson, a United States citizen. Mr. Anderson's business address is 3101 Clairmont Road, Suite C, Atlanta, Georgia 30329, and his principal occupation is Chief Executive Officer of Anderson Press, Inc. and Chief Executive Officer of CRG Holding, Inc. Anderson Press Inc.'s principal business is specialty publishing. CRG Holding, Inc.'s principal business is the design, publication, marketing and distribution of picture frames, premium albums, memory products and paper goods for sale to specialty and mass-market retailers.

(x) Hayley Anderson Milam, a United States citizen. Ms. Anderson Milam's business address is 265 Brookview Town Centre Way, Suite 501, Knoxville, Tennessee 37919, and her principal occupation is missionary for the Southern Baptist Convention.

(xi) Ashley Ruth Anderson, a United States citizen. Ms. Anderson's beneficial ownership of these Shares arises as a result of her being a co-trustee of The Ashley Anderson Trust. See paragraph (xii) below. Ms. Anderson's business address is 202 North Court Street, Florence, Alabama 35630, and her principal occupation is Inventory Manager of JRA, LLC. JRA, LLC's principal business is numismatics.

(xii) The Ashley Anderson Trust, formed under the laws of the State of Alabama. The trustee of The Ashley Anderson Trust is CitiCorp Trust South Dakota, and the co-trustee of such Trust Reporting Person is Ashley Ruth Anderson. The business address of The Ashley Anderson Trust, and of Ashley Ruth Anderson as co-trustee, is c/o Abroms & Associates, 201 South Court Street, Suite 610, Florence, Alabama 35630. The business address of CitiCorp Trust South Dakota is 1300 West 57<sup>th</sup> Street, Suite G100, Sioux Falls, South Dakota 57108.

- (xiii) Irrevocable Trust of Charles C. Anderson, Jr. FBO Lauren Artis Anderson, Martin R. Abroms as trustee, formed under the laws of the State of Tennessee. The business address of the Irrevocable Trust of Charles C. Anderson, Jr. FBO Lauren Artis Anderson and the trustee is c/o Abroms & Associates, 201 South Court Street, Suite 610, Florence, Alabama 35630.
  
- (xiv) Olivia Barbour Anderson 1995 Trust, Lisa S. Anderson as trustee, formed under the laws of the State of Alabama. The business address of the Olivia Barbour Anderson Irrevocable Trust, and for Lisa S. Anderson as trustee of such trust, is c/o Abroms & Associates, 201 South Court Street, Suite 610, Florence, Alabama 35630.
  
- (xv) Alexandra Ruth Anderson Irrevocable Trust, Lisa S. Anderson as trustee, formed under the laws of the State of Alabama. The business address of the Alexandra Ruth Anderson Irrevocable Trust, and for Lisa S. Anderson as trustee of such trust, is c/o Abroms & Associates, 201 South Court Street, Suite 610, Florence, Alabama 35630.
  
- (xvi) First Anderson Grandchildren s Trust FBO Charles C. Anderson, III, SunTrust Bank Alabama as trustee, formed under the laws of the State of Alabama. The business address of the First Anderson Grandchildren s Trust FBO Charles C. Anderson, III is c/o Abroms & Associates, 201 South Court Street, Suite 610, Florence, Alabama 35630. The business address of SunTrust Bank Alabama is 201 South Court Street, Florence, Alabama 35630.
  
- (xvii) First Anderson Grandchildren s Trust FBO Hayley E. Anderson, SunTrust Bank Alabama as trustee, formed under the laws of the State of Alabama. The business address of the First Anderson Grandchildren s Trust FBO Hayley E. Anderson is c/o Abroms & Associates, 201 South Court Street, Suite 610, Florence, Alabama 35630. The business address of SunTrust Bank Alabama is 201 South Court Street, Florence, Alabama 35630.
  
- (xviii) First Anderson Grandchildren s Trust FBO Lauren A. Anderson, SunTrust Bank Alabama as trustee, formed under the laws of the State of Alabama. The business address of the First Anderson Grandchildren s Trust FBO Lauren A. Anderson is c/o Abroms & Associates, 201 South Court Street, Suite 610, Florence, Alabama 35630. The business address of SunTrust Bank Alabama is 201 South Court Street, Florence, Alabama 35630.

- (xix) Second Anderson Grandchildren s Trust FBO Alexandra R. Anderson, SunTrust Bank Alabama as trustee, formed under the laws of the State of Alabama. The business address of the Second Anderson Grandchildren s Trust FBO Alexandra R. Anderson is c/o Abroms & Associates, 201 South Court Street, Suite 610, Florence, Alabama 35630. The business address of SunTrust Bank Alabama is 201 South Court Street, Florence, Alabama 35630.
  
- (xx) Third Anderson Grandchildren s Trust FBO Taylor C. Anderson, SunTrust Bank Alabama as trustee, formed under the laws of the State of Alabama. The business address of the Third Anderson Grandchildren s Trust FBO Taylor C. Anderson is c/o Abroms & Associates, 201 South Court Street, Suite 610, Florence, Alabama 35630. The business address of SunTrust Bank Alabama is 201 South Court Street, Florence, Alabama 35630.
  
- (xxi) Fourth Anderson Grandchildren s Trust FBO Carson C. Anderson, SunTrust Bank Alabama as trustee, formed under the laws of the State of Alabama. The business address of the Fourth Anderson Grandchildren s Trust FBO Carson C. Anderson is c/o Abroms & Associates, 201 South Court Street, Suite 610, Florence, Alabama 35630. The business address of SunTrust Bank Alabama is 201 South Court Street, Florence, Alabama 35630.
  
- (xxii) Fifth Anderson Grandchildren s Trust FBO Harold M. Anderson, SunTrust Bank Alabama as trustee, formed under the laws of the State of Alabama. The business address of the Fifth Anderson Grandchildren s Trust FBO Harold M. Anderson is c/o Abroms & Associates, 201 South Court Street, Suite 610, Florence, Alabama 35630. The business address of SunTrust Bank Alabama is 201 South Court Street, Florence, Alabama 35630.
  
- (xxiii) Sixth Anderson Grandchildren s Trust FBO Bentley B. Anderson, SunTrust Bank Alabama as trustee, formed under the laws of the State of Alabama. The business address of the Sixth Anderson Grandchildren s Trust FBO Bentley B. Anderson is c/o Abroms & Associates, 201 South Court Street, Suite 610, Florence, Alabama 35630. The business address of SunTrust Bank Alabama is 201 South Court Street, Florence, Alabama 35630.
  
- (xxiv) The Charles C. Anderson Family Foundation, formed under the laws of the State of Alabama. The Foundation s business address is c/o Abroms & Associates, 201 South Court Street, Suite 610, Florence, Alabama 35630. The Foundation s directors are Charles C. Anderson, Hilda B. Anderson and Clyde B. Anderson. Charles C. Anderson is the Chairman of the Board of Directors of the Foundation and has the power to vote and dispose of the Shares held by the Foundation. The Foundation has no officers. The Foundation s principal business is the making of charitable contributions. The Foundation receives contributions from a variety of sources which are consolidated and paid out to other charitable organizations as the Board of Directors of the Foundation may from time to time determine.

- (xxv) The Joel R. Anderson Family Foundation, formed under the laws of the State of Alabama. The Foundation's business address is c/o Abroms & Associates, 201 South Court Street, Suite 610, Florence, Alabama 35630. The Foundation's directors are Joel R. Anderson, Carmen Anderson and Ashley Ruth Anderson. Joel R. Anderson is the Chairman of the Board of Directors of the Foundation and has the power to vote and dispose of the Shares held by the Foundation. The Foundation has no officers. The Foundation's principal business is the making of charitable contributions. The Foundation receives contributions from a variety of sources which are consolidated and paid out to other charitable organizations as the Board of Directors of the Foundation may from time to time determine.
- (xxvi) The Clyde and Summer Anderson Foundation (formerly The Clyde B. Anderson Family Foundation), formed under the laws of the State of Alabama. The Foundation's business address is c/o Abroms & Associates, 201 South Court Street, Suite 610, Florence, Alabama 35630. The Foundation's directors are Clyde B. Anderson, Summer Anderson and Terrence C. Anderson. Clyde B. Anderson is the Chairman of the Board of Directors of the Foundation and has the power to vote and dispose of the Shares held by the Foundation. The Foundation has no officers. The Foundation's principal business is the making of charitable contributions. The Foundation receives contributions from a variety of sources which are consolidated and paid out to other charitable organizations as the Board of Directors of the Foundation may from time to time determine.
- (xxvii) Kayrita M. Anderson, a United States citizen. Mrs. Anderson's business address is 3101 Clairmont Road, Suite C, Atlanta, Georgia 30329, and her principal occupation is homemaker.
- (xxviii) Clyde B. Anderson 2012 GRAT, a grantor retained annuity trust administered in accordance with the laws of the State of Alabama. The trustees of the Clyde B. Anderson 2012 GRAT are Clyde B. Anderson and Katherine Bee Marshall. The business address of the Clyde B. Anderson 2012 GRAT and the co-trustees is 402 Industrial Lane, Birmingham, Alabama 35211.
- (xxix) Terry C. Anderson 2012 GRAT, a grantor retained annuity trust administered in accordance with the laws of the State of Alabama. The trustee of the Terry C. Anderson 2012 GRAT is Clyde B. Anderson. The business address of the Terry C. Anderson 2012 GRAT and the trustee is 402 Industrial Lane, Birmingham, Alabama 35211.

(xxx) Charles C. Anderson 2012 GRAT, a grantor retained annuity trust administered in accordance with the laws of the State of Alabama. The trustee of the Charles C. Anderson 2012 GRAT is Clyde B. Anderson. The business address of the Charles C. Anderson 2012 GRAT and the trustee is 402 Industrial Lane, Birmingham, Alabama 35211.

(d) During the last five years, none of the Reporting Persons, nor any director or executive officer of any Reporting Person, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) None of the Reporting Persons, nor any director or executive officer of any Reporting Person, has, during the last five years, been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) The citizenship of each of the Reporting Persons and each director and executive officer of any Reporting Person is as set forth above.

***Item 3. Source and Amount of Funds or Other Consideration***

The Shares held by ABH were contributed to ABH by each of the Reporting Persons (other than Kayrita M. Anderson, Ashley Ruth Anderson/The Ashley Anderson Trust, the Family Foundation Reporting Persons, Harold M. Anderson, with respect to 12,500 of his Shares, the GRAT Reporting Persons and ABH) on April 9, 2007 in exchange for membership interests in ABH.

The Shares held by each of the Individual Reporting Persons other than Ashley Ruth Anderson, Charles C. Anderson, III and Hayley Anderson Milam were acquired with the personal funds of such Individual Reporting Person, or the incentive and other benefit plans of the Issuer (for those Reporting Persons who are or have been employed by the Issuer or otherwise eligible for such benefits, i.e., Terrence C. Anderson and Clyde B. Anderson). The acquisitions of these Shares have occurred at various times starting in 1991.

The Shares held by The Ashley Anderson Trust were transferred to such trust by Joel R. Anderson in 1992. Joel R. Anderson previously purchased such Shares with his personal funds.

The Shares held by Charles C. Anderson, III were originally transferred to a trust for his benefit by Charles Anderson, Jr. at various times starting in 1992. Charles Anderson, Jr. previously purchased such Shares with his personal funds. In December 2005 such Shares were transferred from the trust to Mr. Charles C. Anderson, III.

The Shares held by Hayley Anderson Milam were originally transferred to a trust for her benefit by Charles Anderson, Jr. at various times starting in 1992. Charles Anderson, Jr. previously purchased such Shares with his personal funds. In March 2007 such Shares were transferred from the trust to Ms. Anderson Milam.

The Shares held by the Irrevocable Trust of Charles Anderson, Jr. for the Primary Benefit of Lauren Artis Anderson were transferred to such trust by Charles Anderson, Jr. at various times starting in 1992. Charles Anderson, Jr. previously purchased such Shares with his personal funds.

The Shares held by the Olivia Barbour Anderson 1995 Trust were transferred to such trust by Clyde B. Anderson in 1994. Clyde B. Anderson previously purchased such Shares with his personal funds.

The Shares held by the Alexandra Ruth Anderson Irrevocable Trust were transferred to such trust by Clyde B. Anderson in 1994. Clyde B. Anderson previously purchased such Shares with his personal funds.

The Shares held by each of the other Trust Reporting Persons were transferred to such Trust Reporting Person by Charles C. Anderson at various times starting in 1992. Charles C. Anderson previously purchased such Shares with his personal funds.

The Shares held by The Charles C. Anderson Family Foundation were donated to The Charles C. Anderson Family Foundation by Charles C. Anderson in 1994. Charles C. Anderson previously purchased such Shares with his personal funds.

The Shares held by The Joel R. Anderson Family Foundation were donated to The Joel R. Anderson Family Foundation by Joel R. Anderson in 1994. Joel R. Anderson previously purchased such Shares with his personal funds.

The Shares held by The Clyde and Summer Anderson Foundation were donated to The Clyde and Summer Anderson Foundation (formerly The Clyde B. Anderson Family Foundation) by Clyde B. Anderson in 1998. Clyde B. Anderson previously purchased such Shares with his personal funds.

The Shares held by the Clyde B. Anderson 2012 GRAT were transferred to the trust by Clyde B. Anderson on March 12, 2012. Clyde B. Anderson previously purchased such Shares with his personal funds or otherwise acquired them through the incentive and other benefit plans of the Issuer.

The Shares held by the Terry C. Anderson 2012 GRAT were transferred to the trust by Terry C. Anderson on March 13, 2012. Terry C. Anderson previously purchased such Shares with his personal funds or otherwise acquired them through the incentive and other benefit plans of the Issuer.

The Shares held by the Charles C. Anderson 2012 GRAT were transferred to the trust by Charles C. Anderson on April 27, 2012, as further described herein. Charles C. Anderson previously purchased such Shares with his personal funds.

The Reporting Persons anticipate that the Proposal (as defined and described in Item 4 below) will require funding of approximately \$22.9 million. The Reporting Persons expect to finance the transaction through borrowings available under the Issuer's existing credit line. The Reporting Persons reserve the right to withdraw the Proposal Letter (as defined in Item 4 below) at any time for any or no reason, including, without limitation, if the Reporting Persons are unable to obtain such financing.

---

**Item 4. Purpose of Transaction**

Acquisitions of Shares made by the Reporting Persons described in this Schedule 13D were made for investment purposes. Each of the Reporting Persons intends to review, on a continuing basis, his, her or its investment in the Issuer. Depending on such review and evaluation of the business and prospects of the Issuer and the price level of the Shares, and such other factors as each of them may deem relevant, each Reporting Person may, acting individually or together with other Reporting Persons, (i) acquire additional Shares, (ii) sell all or any part of his, her or its Shares pursuant to Rule 144, in privately negotiated transactions or in sales registered or exempt from registration under the Securities Act of 1933 or (iii) engage in any combination of the foregoing. Subject to applicable law, each of the Reporting Persons may, acting individually or together with other Reporting Persons, enter into derivative transactions, hedging transactions or alternative structures with respect to the Shares. Any open market or privately negotiated purchases, sales, distributions or other transactions may be made at any time without additional prior notice. Any alternative that any Reporting Person may pursue will depend upon a variety of factors, including, without limitation, current and anticipated future trading prices of the Shares, the financial condition, results of operations and prospects of the Issuer and general economic, financial market and industry conditions, other investment and business opportunities available to such Reporting Person, general stock market and economic conditions, tax considerations and other factors. Other than as described in this Item 4, none of the Reporting Persons, nor, to the knowledge of each Reporting Person, any other individuals listed in response to Item 2 hereof, has any current plans or proposals that relate to or that would result in any of the transactions or other matters specified in clauses (a) through (j) of Item 4 of Schedule 13D; *provided* that the Reporting Persons who are directors and executive officers of the Issuer, acting solely in their respective capacity as such a director or executive officer, may at any time or from time to time consider one or more of the actions specified in clauses (a) through (j) of Item 4 of Schedule 13D; and *provided further* that, at any time, any Reporting Person may, acting individually or together with other Reporting Persons, (i) review or reconsider their position with respect to the Issuer, and each Reporting Person reserves the right to develop such plans or proposals at any time, and (ii) make proposals to or have discussions with the Issuer with respect to any such transactions or matters or communicate with other shareholders with respect thereto.

On April 28, 2012, Mr. Clyde B. Anderson delivered a non-binding letter (the **Proposal Letter** ), on behalf of himself and the other Reporting Persons, to the Board of Directors of the Issuer proposing a transaction whereby, pursuant to a merger of the Issuer with a newly formed acquisition vehicle that the Reporting Persons would control, the Reporting Persons would acquire 100% of the outstanding Shares of the Issuer (the **Proposal** ). As set forth in the Proposal Letter, public shareholders of the Issuer would receive \$3.05 per Share in cash. The Proposal assumes that the Issuer and the Special Committee (as defined below) do not spend more than \$2 million in financial and legal advisory fees in connection with the transaction and, if more than that amount is required, the Reporting Persons have indicated the Proposal will be adjusted correspondingly.



The Proposal anticipates that the Issuer will appoint a special committee of independent directors (the *Special Committee*) to review the Proposal on behalf of the Issuer's public shareholders for the purpose of making a recommendation to the full Board of Directors of the Issuer, and that the Special Committee will retain its own legal and financial advisors. Furthermore, the Proposal anticipates that any transaction would be consummated pursuant to the terms of definitive transaction documents that are mutually acceptable to the Reporting Persons and the Special Committee, and indicates that the Reporting Persons do not intend to proceed with the transaction until the Special Committee provides its recommendation to the full Board of Directors of the Issuer. Additionally, the merger agreement for the transaction contemplated under the Proposal is expected to include a condition requiring the approval of the transaction by a majority of the Shares that are not directly or indirectly controlled by the Reporting Persons. As indicated in the Proposal Letter, the Reporting Persons, in their capacity as shareholders of the Issuer, are interested only in acquiring the outstanding Shares of the Issuer that they do not already own and are not at this time interested in giving any further consideration to a sale of their Shares to a third party or any merger or other strategic transaction involving any third party. Furthermore, the Reporting Persons do not intend to vote in their capacity as shareholders in favor of any such other transaction.

No assurances can be given that a transaction contemplated by the Proposal Letter will be consummated. Furthermore, no legally binding obligation with respect to a transaction between the Reporting Persons and the Issuer will exist unless and until mutually acceptable definitive documentation has been executed and delivered with respect thereto. The Reporting Persons reserve the right to modify or withdraw the Proposal Letter at any time.

The Proposal and the transaction proposed thereby may result in one or more of the actions specified in clauses (a) through (j) of Item 4 of Schedule 13D, including, without limitation, the acquisition of additional securities of the Issuer, a merger or other extraordinary transaction involving the Issuer, the delisting of the Shares from the NASDAQ Stock Exchange, and the Shares becoming eligible for termination of registration pursuant to Section 12(g) of the Act.

If a transaction proposed by the Proposal Letter is consummated, Mr. Anderson expects that the Issuer's management team would remain in place.

The summary above is qualified in its entirety by reference to the Proposal Letter (a copy of which was previously filed as Exhibit 9 to this Schedule 13D), which is incorporated by reference herein. A copy of the press release issued by Mr. Anderson in connection with the Proposal Letter was previously filed as Exhibit 10 to this Schedule 13D.

This Schedule 13D is not an offer to purchase or a solicitation of an offer to sell any securities. Any solicitation or offer will only be made through separate materials filed with the Securities and Exchange Commission. Shareholders of the Issuer and other interested parties are urged to read these materials when and if they become available because they will contain important information. Shareholders of the Issuer will be able to obtain such documents (when and if available) free of charge at the Securities and Exchange Commission's web site, [www.sec.gov](http://www.sec.gov).

**Item 5. Interest in Securities of the Issuer**

(a)-(b) The Reporting Persons may be deemed to beneficially own an aggregate of 8,491,228 Shares, which Shares represent approximately 53.1% of the 15,993,819 Shares which the Issuer has informed the Reporting Persons were outstanding as of April 27, 2012. However, no Reporting Person has the power to vote or dispose of, or to direct the vote or disposition of, the Shares of any other Reporting Person, other than as otherwise set forth herein.

REPORTING PERSON	NUMBER OF SHARES BENEFICIALLY OWNED	PERCENTAGE OF OUTSTANDING SHARES	SOLE VOTING POWER	SHARED VOTING POWER	SOLE DISPOSITIVE POWER	SHARED DISPOSITIVE POWER
Anderson Bamm Holdings, LLC <sup>(1)</sup>	8,491,228	53.1%	1,513,302	0	1,513,302	0
Charles C. Anderson	8,491,228	53.1%	83,000 <sup>(2)</sup>	0	83,000 <sup>(2)</sup>	0
Hilda B. Anderson	8,491,228	53.1%	14,111	0	14,111	0
Joel R. Anderson	8,491,228	53.1%	1,614,874 <sup>(3)</sup>	0	1,614,874 <sup>(3)</sup>	0
Charles C. Anderson, Jr.	8,491,228	53.1%	273,284	0	273,284	0
Charles C. Anderson, III	8,491,228	53.1%	23,794	0	23,794	0
Terrence C. Anderson	8,491,228	53.1%	7,501 <sup>(4)</sup>	0	2,500 <sup>(4)</sup>	0
Clyde B. Anderson	8,491,228	53.1%	2,744,863 <sup>(5)</sup>	1,591,739 <sup>(5)</sup>	2,521,443 <sup>(5)</sup>	1,591,739 <sup>(5)</sup>
Harold M. Anderson	8,491,228	53.1%	377,197	0	377,197	0
Hayley Anderson Milam	8,491,228	53.1%	25,380	0	25,380	0
Ashley Ruth Anderson <sup>(6)</sup>	8,491,228	53.1%	0	84,000	0	84,000
The Ashley Anderson Trust <sup>(6)</sup> Irrevocable Trust of Charles C. Anderson, Jr. for the Primary Benefit of Lauren Artis Anderson	8,491,228	53.1%	84,000	0	84,000	0
Olivia Barbour Anderson 1995 Trust	8,491,228	53.1%	1,200	0	1,200	0
Alexandra Ruth Anderson Irrevocable Trust	8,491,228	53.1%	1,200	0	1,200	0
First Anderson Grandchildren s Trust FBO Charles C. Anderson, III	8,491,228	53.1%	11,224	0	11,224	0
First Anderson Grandchildren s Trust FBO Hayley E. Anderson	8,491,228	53.1%	11,224	0	11,224	0
First Anderson Grandchildren s Trust FBO Lauren A. Anderson	8,491,228	53.1%	11,224	0	11,224	0
Second Anderson Grandchildren s Trust FBO Alexandra R. Anderson	8,491,228	53.1%	11,224	0	11,224	0
Third Anderson Grandchildren s Trust FBO Taylor C. Anderson	8,491,228	53.1%	11,224	0	11,224	0
Fourth Anderson Grandchildren s Trust FBO Carson C. Anderson	8,491,228	53.1%	11,224	0	11,224	0
Fifth Anderson Grandchildren s Trust FBO Harold M. Anderson	8,491,228	53.1%	11,224	0	11,224	0
Sixth Anderson Grandchildren s Trust FBO Bentley B. Anderson	8,491,228	53.1%	11,224	0	11,224	0
The Charles C. Anderson Family Foundation <sup>(7)</sup>	8,491,228	53.1%	83,000	0	83,000	0
The Joel R. Anderson Family Foundation <sup>(8)</sup>	8,491,228	53.1%	83,000	0	83,000	0
The Clyde and Summer Anderson Foundation <sup>(9)</sup>	8,491,228	53.1%	46,000	0	46,000	0
Kayrita M. Anderson	8,491,228	53.1%	20,611	0	20,611	0
Clyde B. Anderson 2012 GRAT	8,491,228	53.1%	1,591,739	0	1,591,739	0
Terry C. Anderson 2012 GRAT	8,491,228	53.1%	374,740	0	374,740	0
Charles C. Anderson 2012 GRAT	8,491,228	53.1%	2,081,076	0	2,081,076	0

- (1) Anderson BAMB Holdings, LLC issued membership interests to certain of the Reporting Persons in exchange for Shares of Common Stock of the Issuer held by such persons, as specified in the ABH LLC Agreement, which was previously filed as Exhibit 2 to this Schedule 13D, as amended by the First Amendment, which was previously filed as Exhibit 4 to this Schedule 13D, and the Second Amendment, which was previously filed as Exhibit 5 to this Schedule 13D and is being re-filed herewith to correct an inadvertent error on Exhibit A thereto (as further explained in Item 7 of this Schedule 13D). See Item 6 of this Schedule 13D.
  - (2) Includes 83,000 Shares held by The Charles C. Anderson Family Foundation. Charles C. Anderson is the Chairman of the Board of Directors of the foundation and has sole voting and dispositive power over these Shares.
  - (3) Includes 83,000 Shares held by The Joel R. Anderson Family Foundation. Joel R. Anderson is the Chairman of the Board of Directors of the foundation and has sole voting and dispositive power over these Shares.
  - (4) Mr. Anderson owns 5,001 Shares of restricted stock, all of which vest after June 26, 2012. Mr. Anderson has the power to vote all of the restricted Shares. Consequently, the number of Shares set forth under Sole Voting Power includes all 5,001 Shares of restricted stock, but the number of Shares set forth under Sole Dispositive Power does not include any Shares of restricted stock.
  - (5) The Shares set forth under Sole Voting Power and Sole Dispositive Power include 46,000 Shares held by The Clyde and Summer Anderson Foundation (formerly The Clyde B. Anderson Family Foundation). Clyde B. Anderson is the Chairman of the Board of Directors of the foundation and has sole voting and dispositive power over these Shares. The Shares set forth under Sole Voting Power and Sole Dispositive Power also include 374,740 Shares held by the Terry C. Anderson 2012 GRAT and 2,081,076 Shares held by the Charles C. Anderson 2012 GRAT. Clyde B. Anderson serves as trustee of each of these GRATs and has sole voting and dispositive power over these Shares. The Shares set forth under Sole Voting Power and Sole Dispositive Power also include 19,627 Shares held by Clyde B. Anderson in the Books-A-Million, Inc. 401(k) Profit Sharing Plan. Further, Mr. Anderson owns 223,420 Shares of restricted stock, all of which vest after June 26, 2012. Mr. Anderson has the power to vote all of the restricted Shares. Consequently, the number of Shares set forth under Sole Voting Power includes 223,420 Shares of restricted stock, but the number of Shares set forth under Sole Dispositive Power does not include any Shares of restricted stock. The Shares set forth under Shared Voting Power and Shared Dispositive Power include 1,591,739 Shares held by the Clyde B. Anderson 2012 GRAT. Mr. Anderson serves as co-trustee of the GRAT and has shared voting and dispositive power over these Shares.
  - (6) The Shares over which Ashley Ruth Anderson has shared voting power and shared dispositive power are held of record by The Ashley Anderson Trust.
  - (7) These Shares are owned of record by The Charles C. Anderson Family Foundation. Charles C. Anderson has sole voting and dispositive power over these Shares.
  - (8) These Shares are owned of record by The Joel R. Anderson Family Foundation. Joel R. Anderson has sole voting and dispositive power over these Shares.
  - (9) These Shares are owned of record by The Clyde and Summer Anderson Foundation (formerly The Clyde B. Anderson Family Foundation). Clyde B. Anderson has sole voting and dispositive power over these Shares.
- (c) None, other than the GRAT transaction described herein and de minimis allocations of Shares to the 401(k) account of Clyde B. Anderson, who is an employee of the Issuer (1,089 Shares).
- (d) Not applicable.
- (e) Not applicable.

***Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer***

Pursuant to the Group Administration Agreement, each of the Reporting Persons has appointed Abroms & Associates, P.C. as Group Administrator to coordinate and administer their transactions in the Common Stock of the Issuer in order to provide for the orderly purchase and disposition of Common Stock. The Group Administration Agreement was previously filed as Exhibit 1 to this Schedule 13D and is incorporated herein in its entirety by this reference (as amended).

Pursuant to the ABH LLC Agreement, the Reporting Persons (other than ABH, Kayrita M. Anderson, Ashley Ruth Anderson/The Ashley Anderson Trust, the Family Foundation Reporting Persons, Harold M. Anderson, with respect to 12,500 of his Shares, Clyde B. Anderson and Terrence C. Anderson, who have transferred their membership interests in ABH to their respective GRATs, and the Charles C. Anderson 2012 GRAT) have (i) been granted membership interests in ABH in exchange for their capital contributions of Shares to ABH and (ii) agreed to certain matters relating to the operation of ABH, as more fully set forth in the ABH LLC Agreement. The ABH LLC Agreement was previously filed as Exhibit 2 to this Schedule 13D, as amended by the First Amendment, which was previously filed as Exhibit 4 to this Schedule 13D, and the Second Amendment, which was previously filed as Exhibit 5 to this Schedule 13D and is being re-filed herewith to correct an inadvertent error on Exhibit A thereto see Item 7 of this Schedule 13D.

The descriptions of the Proposal, the Proposal Letter and the proposed financing in Item 3 and Item 4 above are incorporated herein by reference.

**Item 7. Material to be Filed as Exhibits**

Exhibit No.	Description
1	Group Administration Agreement, dated as of April 9, 2007, by and among the then-current Reporting Persons, containing the appointment of the Group Administrator as attorney-in-fact.(*)
2	Limited Liability Company Agreement of Anderson Bamm Holdings, LLC, dated as of April 9, 2007, by and among the Reporting Persons named on this Schedule 13D (other than Kayrita M. Anderson, Ashley Ruth Anderson/The Ashley Anderson Trust, the Family Foundation Reporting Persons and the GRAT Reporting Persons).(*)
3	Joinder to Group Administration Agreement, dated as of September 2, 2008, by and among the Group Administrator and the then-current Reporting Persons.(**)
4	First Amendment to the Limited Liability Company Agreement of Anderson Bamm Holdings, LLC, dated as of March 19, 2010, by and among the members of the Board of Directors of Anderson Bamm Holdings, LLC.(***)
5	Second Amendment to the Limited Liability Company Agreement of Anderson Bamm Holdings, LLC, dated as of March 13, 2012, by and among the members of the Board of Directors of Anderson Bamm Holdings, LLC.(****)
	The version of the Second Amendment filed on March 19, 2012 inadvertently reported on Exhibit A thereto that 200,000 Shares originally transferred to Anderson Bamm Holdings, LLC by Clyde B. Anderson are currently attributable to the Clyde B. Anderson 2012 GRAT. The correct number of Shares is 446,921. The current percentage ownership of the Clyde B. Anderson 2012 GRAT in Anderson Bamm Holdings, LLC was correctly stated and remains unchanged (29.53%). The Second Amendment, with the corrected Exhibit A, is being re-filed herewith.(*****)
6	[Reserved]
7	Joinder to Group Administration Agreement, dated as of March 12, 2012, by and between the Group Administrator and the Clyde B. Anderson 2012 GRAT.(****)
8	Joinder to Group Administration Agreement, dated as of March 13, 2012, by and between the Group Administrator and the Terry C. Anderson 2012 GRAT.(****)
9	Proposal Letter, dated April 28, 2012, to the Board of Directors of the Issuer.(*****)
10	Press Release, dated April 30, 2012.(*****)

11 Joinder to Group Administration Agreement, dated as of April 27, 2012, by and between the Group Administrator and the Charles C. Anderson 2012 GRAT.(\*\*\*\*\*)

(\* ) Exhibits No. 1 and No. 2 were filed on April 9, 2007.

(\*\*) Exhibit No. 3 was filed on September 5, 2008.

(\*\*\*) Exhibit No. 4 was filed on March 23, 2010.

(\*\*\*\*) Exhibits No. 5, No. 7 and No. 8 were filed on March 19, 2012. Exhibit 5, as corrected, is being re-filed herewith.

(\*\*\*\*\*) Exhibits No. 9 and No. 10 were filed on April 30, 2012.

(\*\*\*\*\*) Filed herewith.

**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: May 3, 2012

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: CitiCorp Trust South Dakota

Title: Trustee

IRREVOCABLE TRUST OF CHARLES C.  
ANDERSON, JR. FBO LAUREN ARTIS ANDERSON

By: \* \_\_\_\_\_  
\_\_\_\_\_

Name: Martin R. Abrams

Title: Trustee

OLIVIA BARBOUR ANDERSON 1995 TRUST

By: \* \_\_\_\_\_  
\_\_\_\_\_

Name: Lisa S. Anderson

Title: Trustee

ALEXANDRA RUTH ANDERSON IRREVOCABLE  
TRUST

By: \* \_\_\_\_\_  
\_\_\_\_\_

Name: Lisa S. Anderson

Title: Trustee

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

By: \* \_\_\_\_\_  
\_\_\_\_\_

Name: SunTrust Bank

Title: Trustee

FIRST ANDERSON GRANDCHILDREN S TRUST  
FBO HAYLEY E. ANDERSON

By: \* \_\_\_\_\_  
\_\_\_\_\_

Name: SunTrust Bank

Title: Trustee

FIRST ANDERSON GRANDCHILDREN S TRUST  
FBO LAUREN A. ANDERSON

By: \* \_\_\_\_\_  
\_\_\_\_\_

Name: SunTrust Bank

Title: Trustee

SECOND ANDERSON GRANDCHILDREN S TRUST  
FBO ALEXANDRA R. ANDERSON

By: \* \_\_\_\_\_  
\_\_\_\_\_

Name: SunTrust Bank

Title: Trustee

THIRD ANDERSON GRANDCHILDREN S TRUST  
FBO TAYLOR C. ANDERSON

By: \* \_\_\_\_\_  
\_\_\_\_\_

Name: SunTrust Bank

Title: Trustee



FOURTH ANDERSON GRANDCHILDREN S TRUST  
FBO CARSON C. ANDERSON

By: \* \_\_\_\_\_  
\_\_\_\_\_

Name: SunTrust Bank

Title: Trustee

FIFTH ANDERSON GRANDCHILDREN S TRUST  
FBO HAROLD M. ANDERSON

By: \* \_\_\_\_\_  
\_\_\_\_\_

Name: SunTrust Bank

Title: Trustee

SIXTH ANDERSON GRANDCHILDREN S TRUST  
FBO BENTLEY B. ANDERSON

By: \* \_\_\_\_\_  
\_\_\_\_\_

Name: SunTrust Bank

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

CLYDE B. ANDERSON 2012 GRAT

By: \* \_\_\_\_\_  
\_\_\_\_\_

Name: Clyde B. Anderson

Title: Co-Trustee

By: \* \_\_\_\_\_  
\_\_\_\_\_

Name: Katherine Bee Marshall

Title: Co-Trustee

TERRY C. ANDERSON 2012 GRAT

By: \* \_\_\_\_\_  
\_\_\_\_\_

Name: Clyde B. Anderson

Title: Trustee

CHARLES C. ANDERSON 2012 GRAT

By: \* \_\_\_\_\_  
\_\_\_\_\_

Name: Clyde B. Anderson

Title: Trustee

As attorney-in-fact\*

By: /s/ Martin R. Abrams  
\_\_\_\_\_

Name: Martin R. Abrams

Title: President

**INDEX TO EXHIBITS**

Exhibit No.	Description
5 (corrected)	Second Amendment to the Limited Liability Company Agreement of Anderson BAMB Holdings, LLC, dated as of March 13, 2012, by and among the members of the Board of Directors of Anderson BAMB Holdings, LLC (re-filed to correct Exhibit A thereto, as further explained in Item 7 of this Schedule 13D).
11	Joinder to Group Administration Agreement, dated as of April 27, 2012, by and between the Group Administrator and the Charles C. Anderson 2012 GRAT.