

BOOKS A MILLION INC  
Form 4  
December 14, 2015

**FORM 4**

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

OMB APPROVAL

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ANDERSON CHARLES C

(Last) (First) (Middle)  
202 NORTH COURT ST  
(Street)  
FLORENCE, AL 35630  
(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_X\_\_\_ Other (specify below)

See Remarks Below

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

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

| 1. Title of Security (Instr. 3)          | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
|  |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock, \$0.01 par value per share | 12/10/2015                           |  | J <sup>(1)</sup>               |   | 100,000   | D  | ① 0   |
| Common Stock, \$0.01 par value per share | 12/10/2015                           |  | J <sup>(2)</sup>               |   | 83,000  | D  | ② 0   |
| Common Stock,                            | 12/10/2015                           |  | J <sup>(2)</sup>               |   | 14,111  | D  | ② 0   |

By the  
Charles C.  
Anderson  
Family  
Foundation  
By Spouse

\$0.01 par value per share

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                                       |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |         |                   |
|--|---------------|-----------|---------|-------------------|
|  | Director      | 10% Owner | Officer | Other             |
| ANDERSON CHARLES C<br>202 NORTH COURT ST<br>FLORENCE, AL 35630 |               |           |         | See Remarks Below |

## Signatures

/s/ Clyde B. Anderson, by Power of Attorney  
Date: 12/14/2015

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Pursuant to the Agreement and Plan of Merger, dated as of July 13, 2015, by and among the Issuer, Family Acquisition Holdings, Inc. ("Parent") and Family Merger Sub, Inc. ("Sub"), on December 10, 2015, Sub merged with and into the Issuer, with the Issuer surviving as a wholly owned subsidiary of Parent (the "Merger"). In connection with the Merger, in accordance with the terms of that certain rollover letter, dated July 13, 2015, by and among Parent, the reporting person and certain other rollover investors (the "Rollover Letter"), the reporting person contributed these shares, valued at \$3.25 per share, to Parent immediately prior to the effectiveness of the

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Merger in exchange for capital stock in Parent.

- (2) Pursuant to the Rollover Letter, these shares, valued at \$3.25 per share, were contributed to Parent immediately prior to the effectiveness of the Merger in exchange for capital stock in Parent.

### **Remarks:**

The reporting person may be deemed to be a "group" (within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934).

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

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