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BOOKS A MILLION INC
Form SC TO-I/A
July 22, 2005

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE TO
(AMENDMENT NO. 2)
TENDER OFFER STATEMENT UNDER SECTION 14(d) (1) OR 13(e) (1)
OF THE SECURITIES EXCHANGE ACT OF 1934

BOOKS-A-MILLION, INC.
(Name of Subject Company and (Issuer))

BOOKS-A-MILLION, INC. (ISSUER)
(Name of Filing Person (Identifying Status as Offeror, Issuer or Other Person))

COMMON STOCK, PAR VALUE \$0.01 PER SHARE
(Title of Class of Securities)

098570104
(CUSIP Number of Class of Securities)

SANDRA B. COCHRAN
PRESIDENT AND CHIEF EXECUTIVE OFFICER
BOOKS-A-MILLION, INC.
402 INDUSTRIAL LANE
BIRMINGHAM, ALABAMA 35211
(205) 942-3737

(Name, address and telephone number of person authorized
to receive notices and communications on behalf of Filing Persons)

Copy to:

STEVEN DELLA ROCCA, ESQ.
LATHAM & WATKINS LLP
885 THIRD AVENUE
NEW YORK, NEW YORK 10022
(212) 906-1200

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
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\$40,000,000	\$4,708

* Estimated for purposes of calculating the amount of the filing fee only,

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this amount is based on the purchase of 4,000,000 shares of common stock at the maximum tender offer price of \$10.00 per share.

** The amount of the filing fee, calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, equals \$117.70 per million of the value of the transaction.

[X] Check the box if any part of the filing fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$4,708 Filing Party: Books-A-Million, Inc.
Form or Registration No.: Schedule TO Date Filed: June 23, 2005

[] Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transaction to which the statement relates:

[] third-party tender offer subject to Rule 14d-1.

[X] issuer tender offer subject to Rule 13e-4.

[] going-private transaction subject to Rule 13e-3.

[] amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: []

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This Amendment No. 2 (this "Amendment") amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission on June 23, 2005, as amended and supplemented by Amendment No. 1 to the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on July 6, 2005 (collectively, the "Schedule TO") by Books-A-Million, Inc., a Delaware corporation (the "Company"), relating to a tender offer by the Company for up to 4,000,000 shares of the Company's common stock, par value \$0.01 per share (the "shares"), at a price not greater than \$10.00 nor less than \$8.75 per share, net to the seller in cash, on the terms and subject to the conditions set forth in an Offer to Purchase, dated June 23, 2005, and in the related Letter of Transmittal (which, as amended or supplemented from time to time, together constitute the "Offer"). This Amendment is intended to satisfy the reporting requirements of Rule 13e-4(c)(3) of the Securities Exchange Act of 1934, as amended.

The information in the Offer is incorporated in this Amendment by reference in response to all of the applicable items in the Schedule TO, except that such information is hereby amended and supplemented to the extent specifically provided herein.

ITEM 11. ADDITIONAL INFORMATION

Item 11 of the Schedule TO is hereby amended and supplemented by inserting at the end thereof the following:

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"On July 22, 2005, the Company issued a press release announcing the preliminary results of the Offer, a copy of which is filed as Exhibit (a) (5) (A) to the Schedule TO and is incorporated by reference herein."

ITEM 12. EXHIBITS

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit:

(a) (5) (A) ** Press Release dated July 22, 2005, announcing preliminary results of tender offer.

** Filed herewith.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 22, 2005

BOOKS-A-MILLION, INC.

By: /s/ Richard S. Wallington

Name: Richard S. Wallington
Title: Chief Financial Officer

EXHIBIT INDEX

(a) (1) (A) * Offer to Purchase dated June 23, 2005.

(a) (1) (B) * Letter of Transmittal.

(a) (1) (C) * Notice of Guaranteed Delivery.

(a) (1) (D) * Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees

(a) (1) (E) * Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies dated June 23, 2005.

(a) (1) (F) * Guidelines for Certification of Taxpayer Identification Number on Substitute Form

(a) (1) (G) Press Release, dated June 21, 2005, incorporated by reference to the Company's Schedule TO filed on June 21, 2005.

(a) (1) (H) * Press Release, dated June 23, 2005.

(a) (1) (I) * Summary Advertisement

(a) (1) (J) * Letter to Stockholders from the President, Chief Executive Officer and Secretary dated June 23, 2005.

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- (a) (1) (K) * Letter to Participants in the 401(k) Plan.
- (a) (2) Not Applicable.
- (a) (3) Not Applicable.
- (a) (4) Not Applicable.
- (a) (5) (A) ** Press Release, dated July 22, 2005, announcing preliminary results of tender offer.
- (b) (1) Credit Agreement dated as of July 1, 2002, between the Company, its wholly-owned Bank of America, N.A., SunTrust Bank, N.A., Wells Fargo Bank, N.A., SouthTrust Bank, N.A., incorporated by reference from Exhibit 10.20 to Form 10-Q for the fiscal year ended August 3, 2002 (File No. 0-20664)
- (b) (2) First amendment of credit agreement dated as of June 14, 2004, between the Company and its wholly-owned subsidiaries and Bank of America, N.A., SunTrust Bank, N.A., Wells Fargo Bank, N.A., SouthTrust Bank, N.A. and Amsouth Bank, N.A., incorporated by reference from Exhibit 10.21 to the Company's Annual Report on Form 10-K for the fiscal year ended January 29, 2005 (File No. 0-20664).
- (b) (3) * Second amendment of credit agreement dated as of June 20, 2005, between the Company and its wholly-owned subsidiaries and Bank of America, N.A., SunTrust Bank, N.A., Wells Fargo Bank, N.A., SouthTrust Bank, N.A. and Amsouth Bank, N.A.
- (d) (1) Amended and Restated Stock Option Plan, incorporated by reference from Exhibit 10.1 to the Company's Annual Report on Form 10-K for the fiscal year ended January 30, 1999 (File No. 0-20664)
- (d) (2) 1999 Amended and Restated Employee Stock Purchase Plan, incorporated by reference from Exhibit 10.2 to the Company's Annual Report on Form 10-K for the fiscal year ended January 29, 2005 (File No. 0-20664)
- (d) (3) 401(k) Plan adopted September 15, 2003, with SunTrust Bank as Trustee, incorporated by reference from Exhibit 10.6 to the Company's Annual Report on Form 10-K for the fiscal year ended January 29, 2005 (File No. 0-20664)
- (d) (4) Shareholders Agreement dated as of September 1, 1992, incorporated by reference from Exhibit 10.3 to the Company's Annual Report on Form 10-K for the fiscal year ended January 31, 1999 (File No. 0-20664)
- (d) (5) Executive Incentive Plan, incorporated by reference from Exhibit 10.8 to the Company's Annual Report on Form 10-K for the fiscal year ended January 28, 1995 (File No. 0-20664).
- (d) (6) Books-A-Million 2005 Incentive Award Plan adopted June 1, 2005, incorporated by reference from Exhibit 10.9 to the Company's Definitive Proxy Statement on Schedule 14A filed on April 28, 2005 (File No. 0-20664)
- (g) Not Applicable.
- (h) Not Applicable.

* Previously filed on Schedule TO on June 23, 2005.
** Filed herewith.