



New York Stock Exchange
11 Wall Street
New York, NY 10005

March 30, 2020

Chief, Information Technology
Securities and Exchange Commission
Division of Corporate Finance
100 F Street, NE MS 3040
Washington, DC 20549

To whom it may concern:

The New York Stock Exchange certifies its approval for listing and registration of the Rights to Purchase Series A Junior Participating Preferred Stock of BARNES & NOBLE EDUCATION, INC. under the Exchange Act of 1934.

Sincerely,

A handwritten signature in black ink that reads "Ben Sauer". The signature is written in a cursive style with a long, sweeping underline.