

bebe stores, inc.  
Form SC 13G/A  
April 24, 2017

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**SCHEDULE 13G**

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT**

**TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED**

**PURSUANT TO RULE 13d-2(b)**

**(Amendment No. 2)\***

bebe stores, inc.  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

075571208  
(CUSIP Number)

April 21, 2017  
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

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\* 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).

**SCHEDULE 13G/A2**

**CUSIP No. 075571208 Page 2 of 5 Pages**

**NAME OF REPORTING PERSON**

**1**

Lloyd I.  
Miller, III

**CHECK THE APPROPRIATE**

**2**

**BOX IF A MEMBER OF A GROUP\*** (a)

(b)

**3**

**SEC USE ONLY**

**4**

**CITIZENSHIP OR PLACE OF ORGANIZATION**

United States

**NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH**

**5 SOLE VOTING POWER**  
793,114

**6 SHARED VOTING POWER**  
14,030

**7 SOLE DISPOSITIVE POWER**  
793,114

**8 SHARED DISPOSITIVE POWER**  
14,030

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

807,144

<b>10</b>	<b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)</b>	0
<b>11</b>	<b>TYPE OF REPORTING PERSON</b>	
<b>12</b>		

\*\* See Item 4.

<sup>1</sup> The percentage reported in this Schedule 13G is based upon 8,066,805 shares of Common Stock outstanding according to the 10-Q filed by the Issuer on February 10, 2017.

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Name  
Item 1(a). of bebe stores, inc.  
Issuer:

Address  
of  
Item 1(b). Issuers's  
Principal 400 Valley Drive  
Executive  
Offices:  
Brisbane, California 94005

Name  
Item 2(a). of Lloyd I. Miller, III  
Person  
Filing:

Address  
of  
Principal  
Business  
Item 2(b). Office 3300 South Dixie Highway  
or,  
if  
None,  
Residence:  
Suite 1-365  
West Palm Beach, Florida 33405

Item 2(c). Citizenship:

Title  
of  
Item 2(d). Class Common Stock  
of  
Securities:

Item 2(e). CUSIP  
Number: 075571208

Item 3. IF THIS STATEMENT IS FILED  
PURSUANT TO RULE 13d-1(b) OR  
13d-2(b) or (c), CHECK WHETHER  
THE PERSON FILING IS A:

Not Applicable, this statement is filed  
pursuant to 13d-1(c)

Item 4. OWNERSHIP: Mr. Miller has sole voting and dispositive power with respect to 793,114 of the reported securities as (i) manager of a limited liability company that is the adviser to a certain trust, (ii) manager of a limited liability company that is the general partner of certain limited partnerships, (iii) manager of a limited liability company, and (iv) managing member of a limited liability company. Mr. Miller has shared voting and dispositive power with respect to 14,030 of the reported securities as an advisor to the trustee of a certain trust.

(a) 807,144

(b) 10.0%

(c) (i) sole voting power: 793,114

(ii) shared voting power: 14,030

(iii) sole dispositive power:  
793,114

(iv) shared dispositive power:  
14,030

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

Not Applicable

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

Persons other than Lloyd I. Miller, III have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the reported securities.

Item IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY  
7. BEING REPORTED ON BY THE PARENT HOLDING COMPANY:

Not Applicable

Item IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:  
8.

Not Applicable

Item NOTICE OF DISSOLUTION OF GROUP:  
9.

Not Applicable

Item CERTIFICATION:  
10.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable 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: April 24, 2017 /s/ Lloyd I. Miller, III  
Lloyd I. Miller, III