

CRACKER BARREL OLD COUNTRY STORE, INC
 Form 4
 February 09, 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 *
BIGLARI, SARDAR

2. Issuer Name and Ticker or Trading Symbol
CRACKER BARREL OLD COUNTRY STORE, INC [CBRL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 17802 IH 10 WEST, SUITE 400
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/05/2015

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ Other (specify below)

SAN ANTONIO, TX 78257

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

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

(City) (State) (Zip)

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 Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Forward sale agreement (obligation to sell)	<u>(1)</u> <u>(2)</u>	02/05/2015	J <u>(1)(2)</u>	1 <u>(1)</u> <u>(2)</u>					<u>(1)(2)</u>	<u>(1)(2)</u>	Common Stock	1,250,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BIGLARI, SARDAR 17802 IH 10 WEST, SUITE 400 SAN ANTONIO, TX 78257		X		
BIGLARI CAPITAL CORP. 17802 IH 10 WEST, SUITE 400 SAN ANTONIO, TX 78257		X		
LION FUND II, L.P. 17802 IH 10 WEST, SUITE 400 SAN ANTONIO, TX 78257		X		

Signatures

By: /s/ Sardar Biglari 02/09/2015
__Signature of Reporting Person Date

By: Biglari Capital Corp., By: /s/ Sardar Biglari, Chairman and Chief Executive Officer 02/09/2015
__Signature of Reporting Person Date

By: The Lion Fund II, L.P., By: Biglari Capital Corp., its general partner, By: /s/ Sardar Biglari, Chairman and Chief Executive Officer 02/09/2015
__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) On February 5, 2015, The Lion Fund II, L.P. ("TLF II") entered into a prepaid forward variable agreement with an unaffiliated counterparty, pursuant to which TLF II received a cash payment of \$135,095,500 in exchange for agreeing to pay the value of up to 1,250,000 shares of the issuer's common stock on future dates. A preliminary payment from TLF II to the counterparty will be due on June 9, 2017 based on the volume-weighted average share price ("VWAP") on June 6, 2017 ("Initial Payment"). If the VWAP on June 6,

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2017 is less than or equal to \$131.32 (the "Floor Price"), then the Initial Payment will be equal to the June 6, 2017 VWAP times 1,250,000 shares; if the June 6, 2017 VWAP is more than the Floor Price but less than or equal to \$157.58 (the "Cap Price"), then the Initial Payment will be equal to the Floor Price times 1,250,000 shares; (Continued in Footnote 2)

and if the June 6, 2017 VWAP is greater than the Cap Price, then the Initial Payment will be equal to (1) 1,250,000 times (2) an amount equal to the Floor Price plus the amount by which the June 6, 2017 VWAP exceeds the Cap Price. A true-up payment based on the

- (2) VWAP for the valuation dates for the transaction (the "Valuation Dates"), occurring during the period beginning on June 14, 2017 and ending on September 19, 2017 ("Settlement Price") will be computed. TLF II may elect to make delivery of shares three business days after each Valuation Date in lieu of a cash payment.

Biglari Capital Corp. ("BCC") is the general partner of TLF II. Mr. Biglari is the Chairman and Chief Executive Officer of BCC and has investment discretion over the securities owned by TLF II. By virtue of these relationships, BCC and Mr. Biglari may be deemed to

- (3) beneficially own the forward sale agreement entered into by TLF II as described in footnotes 1,2 and 3. Each of BCC and Mr. Biglari disclaims beneficial ownership of such forward sale agreement except to the extent of his or its pecuniary interest therein.

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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