

CRACKER BARREL OLD COUNTRY STORE, INC
Form DFAN14A
October 29, 2013

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

SCHEDULE 14A
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under Rule 14a-12

CRACKER BARREL OLD COUNTRY STORE, INC.
(Name of Registrant as Specified in Its Charter)

BIGLARI CAPITAL CORP.
THE LION FUND II, L.P.
STEAK N SHAKE OPERATIONS, INC.
SARDAR BIGLARI
PHILIP L. COOLEY

(Name of Persons(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials:

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Item 1: On October 29, 2013, Biglari Capital Corp. issued the following press release:

BIGLARI CAPITAL CORP. ISSUES INVESTOR PRESENTATION ON WHY A \$20 PER SHARE SPECIAL DIVIDEND IS A PRUDENT PROPOSAL FOR ALL CRACKER BARREL SHAREHOLDERS

SAN ANTONIO, TX — October 29, 2013 — Biglari Capital Corp. today announced that it has issued an investor presentation on why a \$20 per share special dividend is a prudent proposal for Cracker Barrel Old Country Store, Inc. (NASDAQ: CBRL). [Click here to access the investor presentation.](#)

Biglari Capital urges shareholders to vote for the special dividend proposal (Proposal No. 5) at Cracker Barrel's 2013 annual meeting of shareholders. Biglari Capital believes that a special dividend would enhance Cracker Barrel's value.

Item 2: The following materials were posted by Biglari Capital Corp. to <http://www.enhancecrackerbarrel.com>:
