

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

**SCHEDULE 13D**

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
§ 240.13d-2(a)

(Amendment No. 18)<sup>1</sup>

CRACKER BARREL OLD COUNTRY STORE, INC.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

22410J106

(CUSIP Number)

Sardar Biglari  
Biglari Holdings Inc.  
17802 IH 10 West, Suite 400  
San Antonio, Texas 78257  
(210) 344-3400

with copies to:

STEVE WOLOSKY, ESQ.  
OLSHAN FROME WOLOSKY LLP  
Park Avenue Tower  
65 East 55th Street  
New York, New York 10022  
(212) 451-2300

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

October 15, 2012

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

*Note:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

<sup>1</sup> 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*).

1	NAME OF REPORTING PERSON Biglari Holdings Inc.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="radio"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC, OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Indiana	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 4,121,037
	8	SHARED VOTING POWER -0-
	9	SOLE DISPOSITIVE POWER 4,121,037
	10	SHARED DISPOSITIVE POWER -0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,121,037	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="radio"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 17.4%	
14	TYPE OF REPORTING PERSON CO	

1	NAME OF REPORTING PERSON Biglari Capital Corp.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="radio"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Texas	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 140,100
	8	SHARED VOTING POWER -0-
	9	SOLE DISPOSITIVE POWER 140,100
	10	SHARED DISPOSITIVE POWER -0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 140,100	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="radio"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.6%	
14	TYPE OF REPORTING PERSON CO	

1	NAME OF REPORTING PERSON The Lion Fund, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="radio"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 140,100
	8	SHARED VOTING POWER -0-
	9	SOLE DISPOSITIVE POWER 140,100
	10	SHARED DISPOSITIVE POWER -0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 140,100	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="radio"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.6%	
14	TYPE OF REPORTING PERSON PN	

1	NAME OF REPORTING PERSON Steak n Shake Operations, Inc.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="radio"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Indiana	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 299,985
	8	SHARED VOTING POWER -0-
	9	SOLE DISPOSITIVE POWER 299,985
	10	SHARED DISPOSITIVE POWER -0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 299,985	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="radio"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.3%	
14	TYPE OF REPORTING PERSON CO	

1	NAME OF REPORTING PERSON Sardar Biglari	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="radio"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 4,121,037
	8	SHARED VOTING POWER -0-
	9	SOLE DISPOSITIVE POWER 4,121,037
	10	SHARED DISPOSITIVE POWER -0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,121,037	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="radio"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 17.4%	
14	TYPE OF REPORTING PERSON IN	

1	NAME OF REPORTING PERSON Philip L. Cooley	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="radio"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER -0-
	8	SHARED VOTING POWER -0-
	9	SOLE DISPOSITIVE POWER -0-
	10	SHARED DISPOSITIVE POWER -0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -0-	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="radio"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%	
14	TYPE OF REPORTING PERSON IN	

The following constitutes Amendment No. 18 to the Schedule 13D filed by the undersigned. Such Schedule 13D is hereby amended as follows:

**Item 3. Source and Amount of Funds or Other Consideration.**

Item 3 is hereby amended and restated to read as follows:

The aggregate purchase price of the 3,680,952 Shares owned directly by BH is approximately \$179,436,550. Such Shares were acquired with the working capital of BH (which may include margin loans made by brokerage firms in the ordinary course of business).

The aggregate purchase price of the 140,100 Shares owned directly by the Lion Fund is approximately \$6,062,885. Such Shares were acquired with the working capital of the Lion Fund (which may include margin loans made by brokerage firms in the ordinary course of business).

The aggregate purchase price of the 299,985 Shares owned directly by Steak n Shake is approximately \$19,294,295. Such Shares were acquired with the working capital of Steak n Shake (which may include margin loans made by brokerage firms in the ordinary course of business).

None of the persons listed on Schedule A annexed to the Schedule 13D currently beneficially own any Shares.

**Item 4. Purpose of Transaction.**

Item 4 is hereby amended to add the following:

On October 15, 2012, BH's counsel delivered to the Issuer's General Counsel the letter attached as Exhibit 99.1, which is incorporated herein by reference.

**Item 5. Interest in Securities of the Issuer.**

Item 5 is hereby amended and restated to read as follows:

(a - e) The aggregate percentage of Shares reported owned by the Reporting Persons is based upon 23,642,398 Shares outstanding, which is the total number of Shares outstanding as of September 21, 2012, as reported in the Issuer's proxy statement on Schedule 14A, filed with the SEC on October 4, 2012.

As of the close of business on October 12, 2012, BH owned directly 3,680,952 Shares, constituting approximately 15.5% of the Shares outstanding. By virtue of the relationships with BH discussed in further detail in Item 2, Sardar Biglari may be deemed to beneficially own the Shares owned by BH.

As of the close of business on October 12, 2012, the Lion Fund owned directly 140,100 Shares, constituting approximately 0.6% of the Shares outstanding. By virtue of the relationships with the Lion Fund discussed in further detail in Item 2, each of BCC, BH and Sardar Biglari may be deemed to beneficially own the Shares owned by the Lion Fund.



As of the close of business on October 12, 2012, Steak n Shake owned directly 299,985 Shares, constituting approximately 1.3% of the Shares outstanding. By virtue of the relationships with Steak n Shake discussed in further detail in Item 2, each of BH and Sardar Biglari may be deemed to beneficially own the Shares owned by Steak n Shake.

An aggregate of 4,121,037 Shares, constituting approximately 17.4% of the Shares outstanding, are reported by the Reporting Persons in this statement.

None of Sardar Biglari, Philip L. Cooley or any person set forth on Schedule A annexed to the Schedule 13D directly owns any Shares as of the date hereof.

Schedule B annexed hereto lists all transactions in securities of the Issuer by (i) the Reporting Persons and (ii) each of the executive officers and directors of BH and Steak n Shake since the filing of Amendment No. 17 to the Schedule 13D. All of such transactions were effected in the open market, unless otherwise noted.

No person other than the Reporting Persons is known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, the Shares.

By virtue of his relationships with the other Reporting Persons discussed in further detail in Item 2, Sardar Biglari may be deemed to have the sole power to vote and dispose of the Shares owned directly by BH, Steak n Shake and the Lion Fund.

Each of the Reporting Persons, as a member of a "group" with the other Reporting Persons for purposes of Rule 13d-5(b)(1) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), may be deemed to beneficially own the Shares owned by the other Reporting Persons. The filing of this Schedule 13D shall not be deemed an admission that any of the Reporting Persons is, for purposes of Section 13(d) of the Exchange Act, the beneficial owner of any Shares he or it does not directly own. Each of the Reporting Persons specifically disclaims beneficial ownership of the Shares reported herein that he or it does not directly own.

**Item 7. Material to be Filed as Exhibits.**

99.1 Letter to General Counsel of the Issuer, dated October 15, 2012.

**SIGNATURE**

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

October 15, 2012

(Date)

BIGLARI HOLDINGS INC.

By: /s/ Sardar Biglari

Name: Sardar Biglari

Title: Chairman and Chief Executive Officer

BIGLARI CAPITAL CORP.

By: /s/ Sardar Biglari

Name: Sardar Biglari

Title: Chairman and Chief Executive Officer

THE LION FUND, L.P.

By: BIGLARI CAPITAL CORP., its General Partner

By: /s/ Sardar Biglari

Name: Sardar Biglari

Title: Chairman and Chief Executive Officer

STEAK N SHAKE OPERATIONS, INC.

By: /s/ Sardar Biglari

Name: Sardar Biglari

Title: Chairman and Chief Executive Officer

/s/ Sardar Biglari

SARDAR BIGLARI

/s/ Philip L. Cooley

PHILIP L. COOLEY

**Schedule B****Transactions in the securities of the Issuer since the filing of Amendment No. 17 to the Schedule 13D**

<b><u>Class of Security</u></b>	<b><u>Securities Purchased/(Sold)</u></b>	<b><u>Price Per Share (\$)</u></b>	<b><u>Date of Purchase/Sale</u></b>
	<b><u>BIGLARI HOLDINGS INC.</u></b>		
Common Stock	30,000	\$66.6761	10/12/2012



October 15, 2012

Cracker Barrel Old Country Store, Inc.  
305 Hartmann Drive  
Lebanon, Tennessee 37087  
Attention: Michael Zylstra, Vice President, General Counsel and Secretary

Dear Mr. Zylstra:

Shareholders are now in possession of CEO Sandra Cochran's October 4, 2012 letter to shareholders containing the following material misstatement about the professed experience of James W. Bradford, Cracker Barrel's designated Chairman of the Board:

*"Among the Board changes, Mike Woodhouse, our Executive Chairman, will step down in early November. He will be succeeded by **Jim Bradford, a former NYSE company CEO and Dean at Vanderbilt University's Owen Graduate School of Management, as our new, independent Chairman of the Board.**" (emphasis added.)*

This letter accompanied Cracker Barrel's proxy statement for its 2012 annual shareholders' meeting, which includes the following material inaccuracy in Mr. Bradford's biography:

*"An experienced corporate executive, Mr. Bradford previously served ... from 1992 to 1999 as President and Chief Executive Officer of AFG Industries Inc., **which during his tenure** was North America's largest vertically integrated glass manufacturing and fabrication company and **was traded on the New York Stock Exchange (the 'NYSE').**" (emphasis added.)*

Mr. Bradford has never been the CEO of a NYSE-listed company. Yet Cracker Barrel dismisses these false and misleading statements as a "misunderstanding" – by shareholders. The statements are factually false and clearly stated; thus a false claim cannot result in a misunderstanding by shareholders. In the interest of a fair proxy contest, Biglari Holdings believes, at a minimum, it is imperative for the Company to mail to shareholders a new proxy statement, along with a supplement to Ms. Cochran's letter, acknowledging the error and properly correcting Mr. Bradford's biography. The Company must cease using the mail to send shareholders false information about Mr. Bradford's credentials. Shareholders have a fundamental right to know the facts, particularly in light of the importance of the upcoming election for directors.

The error regarding Mr. Bradford's qualifications is one of many errors contained in Ms. Cochran's letter that require correction. We are making a final demand for the Board to cease its campaign of false and misleading statements. These outlandish claims include unfounded allegations, couched as incontrovertible fact, that my client is a competitor, rife with conflicts of interest, and has plans of taking over control of Cracker Barrel, such as the following material misrepresentations contained in Cracker Barrel's October 4, 2012 letter to shareholders:

**False and Misleading Statement: Biglari Holdings Classified as a "restaurant acquisition and holding company"**

Biglari Holdings consistently describes itself in its public filings as a "holding company engaged in a number of diverse business activities." Moreover, Mr. Biglari clearly cautioned investors on the first page of his 2010 Chairman's Letter, available at [www.biglariholdings.com](http://www.biglariholdings.com), that "it would be a sizable mistake if a shareholder owns [Biglari Holdings] assuming that he or she owns a restaurant holding company or if the owner is partial to a particular subsidiary."

Our client believes that Cracker Barrel's misrepresentation of Biglari Holdings as a restaurant holding company or restaurant acquisition vehicle is designed to mislead shareholders regarding non-existent conflicts of interest and Biglari Holdings' ultimate objectives for Cracker Barrel.

**False and Misleading Statement: Steak n Shake is a "family dining restaurant chain"**

Steak n Shake is a fast-food premium burger establishment whose primary offerings of burgers, fries, drinks/shakes make up nearly 80% of its revenue, with a high percentage ordered via a drive thru. National publications such as *QSR* magazine place Steak n Shake in its burger/sandwich category whereas Cracker Barrel does not even appear in the magazine because it is not a quick service restaurant. Steak n Shake is categorized as a QSR/limited service restaurant by Crest/NPD, Restaurant Trends, and Technomics.

Cracker Barrel fails to provide support for its mischaracterizations of Steak n Shake as a family dining restaurant. Biglari Holdings believes Cracker Barrel's gross misstatements mislead shareholders by incorrectly casting the two companies as direct competitors and improperly suggesting that Messrs. Biglari and Cooley therefore have legal and business conflicts of interest in serving on Cracker Barrel's Board of Directors.

**False and Misleading Statement: Biglari Holdings Has No "specific plans or proposals for the Cracker Barrel business"**

Cracker Barrel knows this statement is absolutely false. As an example, Biglari Holdings' November 14, 2011 letter to shareholders advanced a number of specific proposals for Cracker Barrel's business that the Cracker Barrel Board ultimately adopted, including: (1) pursuing retail royalties through licensing, (2) amending the credit agreement to allow for greater stock repurchases, (3) increasing transparency through the segregation of retail/restaurant data, (4) raising the bonus eligibility target, and (5) returning cash to shareholders. Tellingly, Cracker Barrel initially and publicly rejected these ideas in what Biglari Holdings believes was a clear ploy to mislead shareholders.

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**False and Misleading Statement: Cracker Barrel's Proposal for Board Seats**

The Board claims it “offered Mr. Biglari the opportunity to designate two independent and qualified board members for election at the annual meeting.”

Yet nowhere in Cracker Barrel's October 4 letter does it state the specific preconditions to its proposal (that these candidates be unaffiliated with Biglari Holdings or a competing restaurant company, which it is clear Cracker Barrel defines extremely broadly). Evidently, Cracker Barrel is seeking to lead its shareholders to the conclusion that Biglari Holdings' refusal to accept this proposal demonstrates that it has ulterior motives, stating, “[Mr. Biglari's] rejection of the offer reinforces our concerns about his intentions.” Rather, Biglari Holdings' primary concern is adding directors with significant restaurant experience along with a substantial economic stake in Cracker Barrel.

**False and Misleading Statement: Biglari Holdings' Proposed Dual-Class Capital Structure**

Cracker Barrel falsely alleges that Biglari Holdings' “pending proposal to adopt a dual-class structure ... could increase [Mr. Biglari's] own voting power at the expense of other shareholders.”

This is patently false. Because Biglari Holdings is already a public company, the proposal for a dual class structure, together with the issuance of the new Class B stock through a pro rata dividend to all shareholders, impacts all current shareholders equally without differential treatment to Mr. Biglari or any other officer or director of Biglari Holdings. Biglari Holdings' shareholders will maintain the same voting interests as a result of the recapitalization and stock dividend.

\* \* \*

We believe there has been a pattern of misrepresentations by Cracker Barrel, which must cease. My client reserves all of its rights and remedies if Cracker Barrel continues to present false and misleading statements about Biglari Holdings. It is critical that this proxy contest be based on fair and full disclosure without mischaracterizations and misstatements.

Sincerely,

/s/ Steve Wolosky

Steve Wolosky