

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. 22)¹

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)

February 14, 2013

(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.

¹ 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 4,737,794
	8	SHARED VOTING POWER -0-
	9	SOLE DISPOSITIVE POWER 4,737,794
	10	SHARED DISPOSITIVE POWER -0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,737,794	
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) 19.99%	
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 775,190
	8	SHARED VOTING POWER -0-
	9	SOLE DISPOSITIVE POWER 775,190
	10	SHARED DISPOSITIVE POWER -0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 775,190	
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) 3.3%	
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 4,737,794
	8	SHARED VOTING POWER -0-
	9	SOLE DISPOSITIVE POWER 4,737,794
	10	SHARED DISPOSITIVE POWER -0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,737,794	
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) 19.99%	
14	TYPE OF REPORTING PERSON IN	

The following constitutes Amendment No. 22 to the Schedule 13D filed by the undersigned. Such Schedule 13D is hereby amended as follows:

Item 4. Purpose of Transaction.

Item 4 is hereby amended to add the following:

On February 13, 2013, Biglari Holdings Inc. (“BH”) received from the Issuer the letter attached as Exhibit 99.2, which is incorporated herein by reference, offering to purchase all of the Shares owned by the Reporting Persons.

On February 14, 2013, Sardar Biglari, Chairman and Chief Executive Officer of BH, delivered to the Issuer the letter attached as Exhibit 99.1, which is incorporated herein by reference, responding to the Issuer’s offer.

Item 7. Material to be Filed as Exhibits.

Item 7 is hereby amended to add the following exhibits:

99.1 Letter to the Issuer, dated February 14, 2013.

99.2 Letter from the Issuer, dated February 13, 2013.

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.

February 15, 2013

(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

BIGLARI HOLDINGS INC.

17802 IH 10 WEST, SUITE 400
SAN ANTONIO, TEXAS 78257
TELEPHONE (210) 344-3400
FAX (210) 344-3411

SARDAR BIGLARI, CHAIRMAN

February 14, 2013

Mr. James W. Bradford, Jr.
Chairman of the Board
Cracker Barrel Old Country Store, Inc.
305 Hartmann Drive
Lebanon, Tennessee 37088

Dear Jim:

For the second time — the last on November 30, 2012 — you have called me to offer to purchase all our shares in Cracker Barrel Old Country Store, Inc. I made it quite clear in November that Biglari Holdings plans to remain a long-term owner of Cracker Barrel. Furthermore — as I have repeated before — we would not be interested in a share repurchase that is not offered to all other Cracker Barrel shareholders. Incidentally, for the last several years I have consistently said we have made a long-term investment, yet you have for months persisted with a proposal to purchase our interest. Since you also sent me a letter on February 13, 2013, I am putting our view in writing along with sharing alternative recommendations to your proposal.

I should remind you that we have not sold a single share of Cracker Barrel since we became a large stockholder; again, we have a commitment to owning the stock of Cracker Barrel for the long run. Thus, our suggestions are centered on maximizing Cracker Barrel's long-term value.

You stated in your letter, "Our analysis of block trades and sell down programs shows that a meaningful discount would be typical if you were to exit on your own over a longer period of time." Putting aside the lack of validity of the statement, the Board should not waste shareholder resources on this sort of analysis. We have not had, nor do we have, a need for an exit strategy. We have one of the longest time horizons in the investment world. (Incidentally, you should aspire to attract investors with long-term views in order to manage the business without the distractions of speculators who may know only of financial engineering — but at the expense of long-term value creation, which impacts other constituents.)

Nevertheless, since Cracker Barrel has the capability of purchasing our 20% stake, worth a little over \$300 million, I have two recommendations to the Board: (1) tender for 20% of the Company's outstanding stock or (2) issue a one-time special dividend of \$300 million. Shareholders deserve a rational capital allocation strategy, one that benefits *everyone* proportionally.

Your aim should be to maximize the long-term value for ongoing shareholders. If you proceed with a tender, shareholders can decide either to sell their shares to the Company or not, the latter effectively increasing their ownership in the Company. By Cracker Barrel's engaging in significant stock repurchases — so long as price is less than value — continuing shareholders would benefit enormously. However, by your making only Biglari Holdings an offer, you are in effect making a decision using the money of nonconsulted shareholders. By opting for a tender offer to purchase 20% of the shares outstanding, all stockholders would be treated equally.

The Board ought to be preoccupied with optimizing long-term value on a per share basis, not concerning itself with “monetizing” our stake. By request, I insist that you spend less time on such ineffectual matters and more effort on creating shareholder value through operational improvement and secondarily instituting better capital allocation policies.

Over the last year or so, the Board has made promises to shareholders to deliver better performance. Since the annual meeting, we have remained on the sidelines waiting for the aforesaid “better results.” It is now time to analyze the Company based on its performance, not on its promises. My desire is to see management succeed in its endeavor because the value of our investment is predicated on leadership's performance. Therefore, no reason exists for the Board to waste time with utterly useless distractions and, more important, the waste of shareholders' resources.

We have proffered many value-enhancing ideas. We will remain ready to offer our services to work with the Board productively. We believe Cracker Barrel is a brand with considerable upside potential, but we count on you to realize the Company's inherent value.

I welcome your reaching out to discuss ways to augment shareholder value. But we refuse to consider the topic of selling our shares.

Sincerely,

/s/ Sardar Biglari

Sardar Biglari

Enclosures



February 13, 2013

Mr. Sardar Biglari
Chairman and Chief Executive Officer
Biglari Holdings Inc.
17802 IH 10 West, Suite 400
San Antonio, Texas 78257

Dear Sardar:

We are writing on behalf of the Board of Directors of Cracker Barrel Old Country Store, Inc. ("Cracker Barrel") to offer a buyback of the 4,737,794 shares of Cracker Barrel common stock currently held by Biglari Holdings Inc. and its affiliates (collectively, "Biglari Holdings") at market price (subject to any adjustments that may be required by applicable Tennessee law). As our intention is to act in the best interests of all our shareholders and avoid a third consecutive costly and disruptive proxy contest, our Board has authorized us to make this offer to provide an efficient exit of Biglari Holdings' position. We would note that we have spoken with other shareholders who have encouraged us to provide you with the opportunity to exit your position in Cracker Barrel by means of a buyback. Having previously conveyed to you our interest in exploring a buyback on November 30, 2012 and as recently as earlier today, our Board believes it is now appropriate to make this offer in writing. We welcome a dialogue with you concerning our proposal.

We respect Biglari Holdings' ownership of Cracker Barrel stock and interest in the company. However, your proxy contests of 2011 and 2012, in which our shareholders decided not to elect you to the Board, have imposed significant financial costs on the Company and diverted meaningful time away from focusing on the strategic plan and maximizing shareholder value by our Board and management team. In each of the last two years, you rejected our good faith settlement offers of two board seats for independent directors chosen by you. Given this history, we assume that you remain intent on seeking a Board seat for yourself personally, despite the clear preference of our shareholders to the contrary. As an alternative to another proxy contest, we believe the buyback transaction we propose here would serve the best interests of the Company and our shareholders.

Our analysis of block trades and sell down programs shows that a meaningful discount would be typical if you were to exit on your own over a longer period of time. By contrast, our offer provides immediate price certainty to Biglari Holdings' shareholders and allows for the monetization of an approximately \$70 million appreciation in the value of the Cracker Barrel common stock acquired by Biglari Holdings since June 2011. Moreover, this accretive transaction would serve the best interests of all Cracker Barrel shareholders by enabling the Company to continue executing our sound business strategy without the threat of yet another costly and disruptive proxy contest. We are confident in our ability to complete the transaction promptly.

In order to proceed in a timely manner, we kindly ask for your indication of interest regarding further discussions in writing no later than February 20, 2013. If not provided by that date, we will assume that you have rejected our offer. If you indicate your readiness to move forward with this buyback, we will work with you promptly to negotiate definitive transaction agreements. We expect that the definitive agreements would include a three-year standstill restricting Biglari Holdings from acquiring shares of Cracker Barrel or taking other actions such as a proxy contest. Of course, as is customary in communications of this nature, our offer is being presented as a non-binding proposal, and any transaction will be subject to the execution of definitive transaction agreements by all applicable parties.

P.O. Box 787 • Hartmann Drive
Lebanon, Tennessee 37088-0787
Phone 615 444 5533

We hope that this letter gives you complete clarity with respect to our offer. We look forward to hearing from you.

Sincerely,

/s/ James W. Bradford, Jr.

James W. Bradford, Jr.

Chairman of the Board

/s/ Sandra B. Cochran

Sandra B. Cochran

President and Chief Executive Officer