

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 HOLDINGS INC.
BIGLARI CAPITAL CORP.
THE LION FUND, 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 9, 2012, Biglari Holdings Inc. issued the following press release:

BIGLARI HOLDINGS QUESTIONS CRACKER BARREL'S LACK OF URGENCY IN ADDRESSING MISREPRESENTATIONS OF PROFESSED EXPERIENCE OF INCOMING CHAIRMAN JAMES BRADFORD

SAN ANTONIO, TX — October 9, 2012 —Biglari Holdings Inc. (NYSE: BH) today demanded an immediate response to its October 8, 2012 letter delivered to the Board of Directors of Cracker Barrel Old Country Store, Inc. (NYSE: CBRL) regarding public filings and statements made by Cracker Barrel, including Chief Executive Officer Sandra B. Cochran, that emphasize designated Chairman James W. Bradford's former experience as CEO of a New York Stock Exchange-listed company. A public search reveals that Mr. Bradford has never been CEO of a New York Stock Exchange-listed company. It has been over 24 hours since Biglari Holdings sent its letter to Cracker Barrel's Board of Directors identifying this material error in Mr. Bradford's biography. We believe that Cracker Barrel has an obligation to all its shareholders to respond immediately and to inform them whether Cracker Barrel's public filings and statements regarding Mr. Bradford's purported experience are true or false. Moreover, why did the Board and Ms. Cochran believe it was important to emphasize repeatedly Mr. Bradford's purported experience as "a former NYSE company CEO?"

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

Important Notice

This website may contain forward-looking statements. These statements may be identified by the use of forward-looking terminology such as the words "expects," "intends," "believes," "anticipates" and other terms with similar meaning indicating possible future events or actions relating to the business or shareholders of Cracker Barrel Old Country Store, Inc. (the "Company"). These forward-looking statements are based on current expectations and assumptions that are subject to risks and uncertainties that could cause actual results to differ materially. These risks and uncertainties include, among others, the ability of Biglari Holdings Inc. ("Biglari Holdings"), Biglari Capital Corp. ("BCC"), The Lion Fund, L.P. (the "Lion Fund"), Steak n Shake Operations, Inc. ("Steak n Shake"), Sardar Biglari and Philip L. Cooley to successfully solicit sufficient proxies to elect individuals to the Company's board of directors through a proxy solicitation to be undertaken by them, the ability of such individuals to work with the other members of the Company's board of directors to improve the performance of the Company and risk factors associated with the business of the Company, as described in the Company's Annual Report on Form 10-K for the fiscal year ended July 29, 2011, and in other periodic reports of the Company, which are available at no charge at the website of the Securities and Exchange Commission ("SEC") at <http://www.sec.gov>. Accordingly, you should not rely upon forward-looking statements as a prediction of actual results.

This website may be deemed to constitute solicitation material and is intended solely to inform shareholders so that they may make an informed decision regarding the proxy solicitation.

Biglari Holdings, together with the other participants named herein, has filed with the SEC a definitive proxy statement and an accompanying proxy card to be used to solicit votes in connection with the solicitation of proxies for the election of individuals to the Board of Directors of the Company at the 2012 annual meeting of shareholders of the Company.

BIGLARI HOLDINGS ADVISES ALL STOCKHOLDERS OF THE COMPANY TO READ THE PROXY STATEMENT AND OTHER PROXY MATERIALS AS THEY BECOME AVAILABLE BECAUSE THEY CONTAIN, AND WILL CONTAIN, IMPORTANT INFORMATION. SUCH PROXY MATERIALS ARE AND WILL BE AVAILABLE AT NO CHARGE ON THE SEC'S WEB SITE AT [HTTP://WWW.SEC.GOV](http://WWW.SEC.GOV). IN ADDITION, THE PARTICIPANTS IN THE PROXY SOLICITATION WILL PROVIDE COPIES OF THE PROXY STATEMENT WITHOUT CHARGE UPON REQUEST. REQUESTS FOR COPIES SHOULD BE DIRECTED TO THE PARTICIPANTS' PROXY SOLICITOR, MORROW & CO., LLC, TOLL-FREE AT (877) 849-0763, BANKS AND BROKERS CALL COLLECT AT (203) 658-9400.

The participants in the proxy solicitation are Biglari Holdings, BCC, the Lion Fund, Steak n Shake, Sardar Biglari and Philip L. Cooley (the "Participants").

As of the close of business on October 5, 2012, Biglari Holdings owned directly 3,650,952 shares of Common Stock. As of the close of business on October 5, 2012, the Lion Fund owned directly 140,100 shares of Common Stock. As of the close of business on October 5, 2012, Steak n Shake owned directly 299,985 shares of Common Stock. Each of BCC, as the general partner of the Lion Fund, and Biglari Holdings, as the parent of BCC, may be deemed to beneficially own the shares of Common Stock directly owned by the Lion Fund. Biglari Holdings, as the parent of Steak n Shake, may be deemed to beneficially own the shares of Common Stock directly owned by Steak n Shake. Mr. Biglari, as the Chairman and Chief Executive Officer of each of Biglari Holdings, BCC and Steak n Shake, may be deemed to beneficially own the shares of Common Stock directly owned by Biglari Holdings, the Lion Fund and Steak n Shake.

As members of a "group" for the purposes of Rule 13d-5(b)(1) of the Securities Exchange Act of 1934, as amended, each of the Participants is deemed to beneficially own the shares of Common Stock of the Company beneficially owned in the aggregate by the other Participants. Each of the Participants disclaims beneficial ownership of such shares of Common Stock except to the extent of his or its pecuniary interest therein.

This communication is not a solicitation of a proxy, which may be done only pursuant to a definitive proxy statement.

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 **GLASS LEWIS**
Full Proxy Report 

Press Releases

RELEASE DATE

2012

OCTOBER

BIGLARI HOLDINGS QUESTIONS CRACKER BARREL'S LACK OF URGENCY IN ADDRESSING MISREPRESENTATIONS OF BRADFORD'S CREDENTIALS October 9, 2012

BIGLARI HOLDINGS SENDS LETTER TO CRACKER BARREL'S BOARD ON DISCOVERY OF DISCREPANCY IN PROFESSED EXPERIENCE OF DESIGNATED CHAIRMAN JAMES BRADFORD October 8, 2012

SEPTEMBER

Cracker Barrel Makes Faux "Offer" to Biglari Holdings September 5, 2012

APRIL

Sardar Biglari Issues Letter to Shareholders of Cracker Barrel Old Country Store, Inc. April 19, 2012

2011 

[Cracker Barrel Director and Officer Questionnaire](#)

**BIGLARI HOLDINGS QUESTIONS CRACKER BARREL'S LACK OF URGENCY IN
ADDRESSING MISREPRESENTATIONS OF PROFESSED EXPERIENCE OF
INCOMING CHAIRMAN JAMES BRADFORD**

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