

BIGLARI HOLDINGS INC.
Form DEFA14A
November 02, 2012

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 x

Filed by a Party other than the Registrant o

Check the appropriate box:

o Preliminary Proxy Statement

" Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

" Definitive Proxy Statement

x Definitive Additional Materials

o Soliciting Material Under Rule 14a-12

BIGLARI HOLDINGS INC.
(Name of Registrant as Specified in Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

x 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 November 2, 2012, Biglari Holdings Inc. (the “Company”) issued the following press release:

BIGLARI HOLDINGS INC.

NEWS RELEASE

SAN ANTONIO, TX — November 2, 2012 — Biglari Holdings Inc. (NYSE: BH) (the “Company”) announced today that it has decided to delay the special meeting of shareholders of the Company presently scheduled for November 2, 2012 (the “Special Meeting”) until Friday, December 14, 2012 at 2:00 p.m., Central Standard Time, at Eilan Hotel, 17103 La Cantera Parkway, San Antonio, Texas 78256. The record date for the postponed meeting remains October 5, 2012.

The Company encourages all shareholders who have not yet voted to do so now. Your vote is important. Please contact Morrow & Co., LLC, the Company’s proxy solicitation agent for the Special Meeting, at (800) 607-0088 with any questions.

Other Important Information

The Company filed a definitive Proxy Statement for the Special Meeting with the Securities and Exchange Commission (the “SEC”) on October 5, 2012. Shareholders are urged to read the Proxy Statement, as well as other documents filed with the SEC, because they contain important information. The definitive Proxy Statement, additional proxy soliciting materials and other documents filed with the SEC concerning the Company are available free of charge at the Company’s website (www.biglariholdings.com) under the headings “Special Meeting Information” and “SEC Filings,” at the SEC’s website (www.sec.gov), or by contacting Morrow & Co., LLC at (800) 607-0088.

Risks Associated with Forward-Looking Statements

This news release may include “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995 and other federal securities laws. These statements which may concern anticipated future results are based on current expectations and are subject to a number of risks and uncertainties that could cause actual results to differ markedly from those projected or discussed here. The Company cautions readers not to place undue reliance upon any such forward-looking statements, for actual results may differ materially from expectations. The Company does not update publicly or revise any forward-looking statements even if experience or future changes make it clear that any projected results expressed or implied therein will not be realized. Further information on the types of factors that could affect the Company and its business can be found in the Company’s filings with the SEC.

Item 2: The following materials were posted by the Company to <http://www.biglariholdings.com>: