

CRACKER BARREL OLD COUNTRY STORE, INC
Form 4
July 03, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
BIGLARI, SARDAR

2. Issuer Name and Ticker or Trading Symbol
CRACKER BARREL OLD COUNTRY STORE, INC [CBRL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
17802 IH 10 WEST, SUITE 400
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/01/2013

____ Director 10% Owner
____ Officer (give title below) Other (specify below)
See Explanation of Responses

SAN ANTONIO, TX 78257

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 ⁽¹⁾	07/01/2013		J ⁽²⁾		3,322,504	D	<u>(2)</u> 0
Common Stock, par value \$0.01 ⁽¹⁾	07/01/2013		J ⁽²⁾		140,100	D	<u>(2)</u> 0
Common Stock, par value \$0.01 ⁽¹⁾							1,275,190

By Biglari Holdings Inc.

By The Lion Fund, L.P.

By Steak n Shake Operations, Inc.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BIGLARI, SARDAR 17802 IH 10 WEST, SUITE 400 SAN ANTONIO, TX 78257		X		See Explanation of Responses
BIGLARI HOLDINGS INC. 17802 IH 10 WEST, SUITE 400 SAN ANTONIO, TX 78257				See Explanation of Responses
BIGLARI CAPITAL CORP. 17802 IH 10 WEST, SUITE 400 SAN ANTONIO, TX 78257		X		
LION FUND, L.P. 17802 IH 10 WEST, SUITE 400 SAN ANTONIO, TX 78257				See Explanation of Responses
Steak N Shake Operations Inc. 17802 IH 10 WEST, SUITE 400 SAN ANTONIO, TX 78257				See Explanation of Responses

Signatures

By: /s/ Sardar Biglari	07/03/2013
__Signature of Reporting Person	Date
By: Biglari Holdings Inc., By: /s/ Sardar Biglari, Chairman and Chief Executive Officer	07/03/2013
__Signature of Reporting Person	Date
By: Biglari Capital Corp., By: /s/ Sardar Biglari, Chairman and Chief Executive Officer	07/03/2013
__Signature of Reporting Person	Date
By: The Lion Fund, L.P., By: Biglari Capital Corp., its general partner, By: /s/ Sardar Biglari, Chairman and Chief Executive Officer	07/03/2013
__Signature of Reporting Person	Date
By: Steak n Shake Operations, Inc., By: /s/ Sardar Biglari, Chairman and Chief Executive Officer	07/03/2013
__Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) This Form 4 is filed jointly by Sardar Biglari, The Lion Fund, L.P., Biglari Capital Corp. ("BCC"), Biglari Holdings Inc. ("BH") and Steak n Shake Operations, Inc. ("Steak n Shake"). Each of Mr. Biglari, BCC and Steak n Shake is a member of a Section 13(d) group that owns more than 10% of the Issuer's outstanding Common Stock. Each of Mr. Biglari, BCC and Steak n Shake disclaims beneficial ownership of the shares of Common Stock reported herein except to the extent of his or its pecuniary interest therein.

(2) Effective July 1, 2013, each of BH and The Lion Fund, L.P. contributed the securities of the Issuer held by it to The Lion Fund II, L.P. BCC is the general partner of The Lion Fund II, L.P. Mr. Biglari is the Chairman and Chief Executive Officer of BCC and has investment discretion over the securities owned by The Lion Fund II, L.P. By virtue of these relationships, BCC and Mr. Biglari may be deemed to beneficially own the shares of Common Stock of the Issuer owned directly by The Lion Fund II, L.P. As a result of such contribution, BH and The Lion Fund, L.P. are no longer subject to the reporting requirements of Section 16 with respect to securities of the Issuer.

(3) Shares owned directly by Steak n Shake. Mr. Biglari is the Chairman and Chief Executive Officer of Steak n Shake and has investment discretion over the securities owned by Steak n Shake. By virtue of these relationships, Mr. Biglari may be deemed to beneficially own the shares of Common Stock of the Issuer owned directly by Steak n Shake.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.