

BIGLARI HOLDINGS INC.  
Form 8-K  
May 13, 2016

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 12, 2016 (May 10, 2016)

BIGLARI HOLDINGS INC.  
(Exact name of registrant as specified in its charter)

INDIANA  
(State or other jurisdiction  
of incorporation)

0-8445  
(Commission  
File Number)

37-0684070  
(IRS Employer  
Identification No.)

17802 IH 10 West, Suite 400  
San Antonio, Texas  
(Address of principal executive offices)

78257  
(Zip Code)

Registrant's telephone number, including area code: (210) 344-3400

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01. Other Events.

On May 10, 2016, The Lion Fund II, L.P. (“The Lion Fund II”) entered into a Rule 10b5-1 Trading Plan (the “Purchase Plan”) pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934, as amended, with respect to shares of common stock (the “Shares”) of Biglari Holdings Inc. (the “Company”). Under the Purchase Plan, a broker dealer will make periodic purchases of up to an aggregate of 68,000 Shares on behalf of The Lion Fund II at prevailing market prices, subject to the terms of the Purchase Plan. This description of the Purchase Plan does not purport to be complete and is qualified in its entirety by the text of the Purchase Plan, a copy of which is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description   |
|-------------|---|
| 99.1        | Rule 10b5-1 Trading Plan, dated May 10, 2016, between The Lion Fund II, L.P. and J.P. Morgan Securities LLC |

---

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

May 12, 2016

BIGLARI HOLDINGS INC.

|     |                 |             |
|-----|-----------------|-------------|
| By: | /s/ Bruce Lewis |             |
|     | Name:           | Bruce Lewis |
|     | Title:          | Controller  |

EXHIBIT INDEX

| Exhibit No. | Description   |
|-------------|---|
| 99.1        | Rule 10b5-1 Trading Plan, dated May 10, 2016, between The Lion Fund II, L.P. and J.P. Morgan Securities LLC |