

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 CAPITAL CORP.
THE LION FUND II, L.P.
STEAK N SHAKE OPERATIONS, INC.
SARDAR BIGLARI
PHILIP L. COOLEY

(Name of Person(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:

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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 28, 2013, Biglari Capital Corp. issued the following investor presentation:

The header graphic consists of a blue rectangular area on the left containing white text. To the right of this area, two parallel white diagonal lines separate a lighter blue section from a darker blue section on the far right.

Why \$20 per share Special Dividend is a prudent proposal

28 OCTOBER 2013

The Proposal: \$20 per share Special Dividend

- **Proposal by largest investor in the Company**
- **Analyst review on Special Dividend favorable**
- **Jefferies is highly confident of arranging for debt financing**
- **Leverage ratio in line with peer group despite higher than average real estate holdings**
- **Pro forma leverage ratio is equivalent to the one implied in Board offer to purchase Biglari Capital shares**

\$20 per share Special Dividend is prudent

Fact: The Company has delevered by approx. \$500M over last 5 years from \$776M to \$278M.

We are proposing to relever to \$754M in Net Debt.

Company proposal to repurchase Biglari Capital shares would have resulted in relevering to \$711M in Net Debt in February 2013 – our proposal would result in Net Debt being higher by only \$43M.

Net Debt = long-term debt – cash and cash equivalents.

Jefferies' Highly Confident Letter

- **Biglari Capital has obtained a highly confident letter from Jefferies LLC regarding its ability to provide financing for the Special Dividend**
- **Jefferies has consummated 34 restaurant debt financings since 2010 for an aggregate value of over \$7.8 billion.**

Purchasing Biglari Capital shares vs \$20 Special Dividend

	- Cracker Barrel offer to repurchase Biglari Capital shares - Equivalent to \$13 per share Special Dividend	Biglari Capital Special Dividend Proposal
Total Outlay (approximate)	\$305M	\$476M
Total Pro Forma Debt	\$830M	\$876M
Less Cash*	\$119M	\$122M
Net Debt (Pro Forma)	\$711M	\$754M
EBITDA Guidance by Management - at time of respective proposal*	\$262M	\$284M
Net Debt (Pro Forma)/ EBITDA (Guidance)	2.7x	2.7x

* Cash and EBITDA Guidance: Cracker Barrel made its offer prior to 2QFY13 result announcement. As such, Cracker Barrel calculations herein are based on 1QFY2013 data. Biglari Capital data as of FY13

Cracker Barrel's risk profile strengthened since offer to purchase Biglari Capital shares

- **Balance Sheet strengthened**
 - Net Debt down by \$125M since Board offer
- **Management expects higher earnings**
 - EBITDA guidance up by \$22M since Board offer
- **Financing environment remains favorable**

Pro forma leverage ratio in line with peers despite higher real estate holdings

	Net Debt ¹ /LTM EBITDA ²	Real Estate Ownership (%) ³
Bloomin' Brands	3.4	20%
Cheesecake Factory	-0.6	0%
Denny's	2.5	21%
DineEquity	4.1	6%
Darden	2.6	49%
Brinker Intl	1.9	22%
Ignite Restaurant	3.5	0%
Ruby Tuesday	6.5	45%
Texas Roadhouse	-0.3	38%
Mean	2.6	22%
Median	2.6	21%
Cracker Barrel, Pro Forma 2014	2.7	66%

We believe relatively large real estate holdings stabilize cash flows and provide ability to sustain greater leverage.

Source: SEC filings

(1) Net Debt = long-term debt – cash and cash equivalents. Pro Forma Net Debt = Long term debt FY13 + debt issued for special dividend – cash and cash equivalents FY13

(2) Earnings before interest, taxes, depreciation and amortization: mid-point of guidance supplied by Cracker Barrel Management.

(3) – Defined as Store Properties owned / (Store properties owned + leased); excludes franchised locations

Peer Group Source: companies mentioned as peers in Cracker Barrel's investor presentation dated Oct. 16, 2013

LTM= Last Twelve Months

Analyst views \$20 Special Dividend as reasonable

“Given CBRL’s lack of leverage, we think there is significant room to return excess capital to shareholders.”

“If the BH proposal is adopted, it would bring the leverage ratio to about 3x, which is reasonable in our view.”

“We think a special dividend would likely be supportive of CBRL shares near-term...”

C. L. KING, Analyst
Michael W. Gallo

September 18, 2013

We believe there is no valid argument against significant Special Dividend

Board Claim

"substantial increase in leverage and in the Company's risk profile"¹

"whether [Biglari proposal] was reasonable and prudent"²

"... an almost 60% greater cash expenditure ... compared to the approximately \$305 million repurchase of Biglari Holdings' shares"³

Fact

Pro Forma leverage ratio is the same as would have resulted from the Board's offer to purchase Biglari Capital shares.

Since Board's offer, Management's expectation of earnings has increased

The Company's pro forma leverage ratio at 2.7x is in line with peers, while the real estate holdings are far greater.

On a net debt basis the \$20 per share Special Dividend would only be \$43M or 6% higher than the offer to purchase the shares held by Biglari Capital.

(1) – Cracker Barrel Investor Presentation, October 17, 2013

(2) – "Biglari Discloses Jefferies Letter on Cracker Barrel Financing" by Ben Fox Rubin, The Wall Street Journal Online, October 24, 2013

(3) – Cracker Barrel Letter to Shareholders, October 3, 2013

Support the Special Dividend proposal

Why you should support the Special Dividend:

- We believe the Special Dividend engenders an optimal capital structure
- We believe the Special Dividend would maximize value for all shareholders
- Pro forma leverage ratio is prudent and in line with peers

**The decision is yours.
Vote for the \$20 Special Dividend.**