

CRACKER BARREL OLD COUNTRY STORE, INC
Form SC 13D/A
July 10, 2015

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

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
§ 240.13d-2(a)

(Amendment No. 31)¹

CRACKER BARREL OLD COUNTRY STORE, INC.
(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

22410J106
(CUSIP Number)

Sardar Biglari
Biglari Capital Corp.
17802 IH 10 West, Suite 400
San Antonio, Texas 78257
(210) 344-3400

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

July 10, 2015
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box " ".

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

¹ The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 22410J106

1 NAME OF REPORTING PERSON

The Lion Fund II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) o
GROUP (b) o

3 SEC USE ONLY

4 SOURCE OF FUNDS

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS " IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

| | | |
|---------------|----|--------------------------|
| NUMBER OF | 7 | SOLE VOTING POWER |
| SHARES | | |
| BENEFICIALLY | | 4,737,794 |
| OWNED BY EACH | 8 | SHARED VOTING POWER |
| REPORTING | | |
| PERSON WITH | | -0- |
| | 9 | SOLE DISPOSITIVE POWER |
| | | |
| | | 4,737,794 |
| | 10 | SHARED DISPOSITIVE POWER |
| | | |
| | | -0- |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,737,794

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW o
(11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

19.8%

14 TYPE OF REPORTING PERSON

PN

CUSIP NO. 22410J106

1 NAME OF REPORTING PERSON

Biglari Capital Corp.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☐ (b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS " IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Texas

| | | |
|--|----|-------------------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER |
| | 8 | 0 SHARED VOTING POWER |
| | 9 | 4,737,794 SOLE DISPOSITIVE POWER |
| | 10 | 0 SHARED DISPOSITIVE POWER |
| | | 4,737,794 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,737,794

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ☐

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

19.8%

14 TYPE OF REPORTING PERSON

CO

CUSIP NO. 22410J106

1 NAME OF REPORTING PERSON

Steak n Shake Operations, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☐ (b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS " IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Indiana

| | | |
|--|-----|--------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER |
| | -0- | |
| | 8 | SHARED VOTING POWER |
| | -0- | |
| | 9 | SOLE DISPOSITIVE POWER |
| | -0- | |
| | 10 | SHARED DISPOSITIVE POWER |
| | -0- | |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ☐

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14 TYPE OF REPORTING PERSON

CO

CUSIP NO. 22410J106

1 NAME OF REPORTING PERSON

Sardar Biglari

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☐ (b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS " IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

7

SOLE VOTING POWER

8

-0-
SHARED VOTING POWER

9

4,737,794
SOLE DISPOSITIVE POWER

10

-0-
SHARED DISPOSITIVE POWER

4,737,794

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,737,794

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ☐

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

19.8%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 22410J106

The following constitutes Amendment No. 31 to the Schedule 13D filed by the undersigned ("Amendment No. 31"). This Amendment No. 31 amends and restates Item 7 from Amendment No. 30 of the Schedule 13D to reflect the filing of an unredacted version of the Master Confirmation originally filed as Exhibit 99.1 to Amendment No. 30 to the Schedule 13D. The Reporting Persons concurrently are advising the Commission of their voluntary withdrawal of the related confidential treatment request. Except as specifically provided herein, this Amendment No. 31 does not modify any of the information previously reported in the Schedule 13D.

Item 7. Material to be Filed as Exhibits.

Item 7 is hereby amended and restated as follows:

- 99.1 Master Confirmation entered into on February 5, 2015 among The Lion Fund II, L.P., JPMorgan Chase Bank, National Association, London Branch (by J.P. Morgan Securities LLC, as its agent), and JPMorgan Chase Bank, National Association, as collateral agent.*
- 99.2 Supplemental Confirmation entered into on February 5, 2015 among The Lion Fund II, L.P., JPMorgan Chase Bank, National Association, London Branch (by J.P. Morgan Securities LLC, as its agent), and JPMorgan Chase Bank, National Association, as collateral agent.**
- 99.3 Joint Filing Agreement entered into on February 10, 2015 among The Lion Fund II, L.P., Biglari Capital Corp., Steak n Shake Operations, Inc. and Sardar Biglari.**

* Portions of this exhibit were omitted pursuant to a request for confidential treatment, which concurrently is being voluntarily withdrawn. The unredacted version of this exhibit is filed herewith.

** Filed with Amendment No. 30 to the Schedule 13D.

CUSIP NO. 22410J106

SIGNATURE

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

July 10, 2015
(Date)

THE LION FUND II, L.P.

By: BIGLARI CAPITAL CORP., its General Partner

| | | |
|-----|--------------------|--------------------------------------|
| By: | /s/ Sardar Biglari | |
| | Name: | Sardar Biglari |
| | Title: | Chairman and Chief Executive Officer |

BIGLARI CAPITAL CORP.

| | | |
|-----|--------------------|--------------------------------------|
| By: | /s/ Sardar Biglari | |
| | Name: | Sardar Biglari |
| | Title: | Chairman and Chief Executive Officer |

STEAK N SHAKE OPERATIONS, INC.

| | | |
|-----|--------------------|--------------------------------------|
| By: | /s/ Sardar Biglari | |
| | Name: | Sardar Biglari |
| | Title: | Chairman and Chief Executive Officer |

/s/ Sardar Biglari
SARDAR BIGLARI