

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>BIGLARI, SARDAR</u> <hr/> (Last) (First) (Middle) 17802 IH 10 WEST, SUITE 400 <hr/> (Street) SAN ANTONIO TX 78257 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CRACKER BARREL OLD COUNTRY STORE, INC [CBRL]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 02/05/2015	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

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			

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					(A)	(D)	Date Exercisable	Expiration Date						Title
Forward sale agreement (obligation to sell)	(1)(2)	02/05/2015		J(1)(2)	1(1)(2)		(1)(2)	(1)(2)	Common Stock	1,250,000	(1)(2)	1(1)(2)	I	See Footnotes ⁽¹⁾⁽²⁾⁽³⁾

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

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

 (Street)
 SAN ANTONIO TX 78257

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
BIGLARI CAPITAL CORP.

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

 (Street)
 SAN ANTONIO TX 78257

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
LION FUND II, L.P.

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

 (Street)
 SAN ANTONIO TX 78257

 (City) (State) (Zip)

Explanation of Responses:

1. On February 5, 2015, The Lion Fund II, L.P. ("TLF II") entered into a prepaid forward variable agreement with an unaffiliated counterparty, pursuant to which TLF II received a cash payment of \$135,095,500 in exchange for agreeing to pay the value of up to 1,250,000 shares of the issuer's common stock on future dates. A preliminary payment from TLF II to the counterparty will be due on June 9, 2017 based on the volume-weighted average share price ("VWAP") on June 6, 2017 ("Initial Payment"). If the VWAP on June 6, 2017 is less than or equal to \$131.32 (the "Floor Price"), then the Initial Payment will be equal to the June 6, 2017 VWAP times 1,250,000 shares; if the June 6, 2017 VWAP is more than the Floor Price but less than or equal to \$157.58 (the "Cap Price"), then the Initial Payment will be equal to the Floor Price times 1,250,000 shares; (Continued in Footnote 2)

2. and if the June 6, 2017 VWAP is greater than the Cap Price, then the Initial Payment will be equal to (1) 1,250,000 times (2) an amount equal to the Floor Price plus the amount by which the June 6, 2017 VWAP exceeds the Cap Price. A true-up payment based on the VWAP for the valuation dates for the transaction (the "Valuation Dates"), occurring during the period beginning on June 14, 2017 and ending on September 19, 2017 ("Settlement Price") will be computed. TLF II may elect to make delivery of shares three business days after each Valuation Date in lieu of a cash payment.

3. Biglari Capital Corp. ("BCC") is the general partner of TLF II. Mr. Biglari is the Chairman and Chief Executive Officer of BCC and has investment discretion over the securities owned by TLF II. By virtue of these relationships, BCC and Mr. Biglari may be deemed to beneficially own the forward sale agreement entered into by TLF II as described in footnotes 1,2 and 3. Each of BCC and Mr. Biglari disclaims beneficial ownership of such forward sale agreement except to the extent of his or its pecuniary interest therein.

Remarks:

By: /s/ Sardar Biglari 02/09/2015

By: Biglari Capital Corp., By: /s/
Sardar Biglari, Chairman and 02/09/2015
Chief Executive Officer

By: The Lion Fund II, L.P., By:
Biglari Capital Corp., its general
partner, By: /s/ Sardar Biglari, 02/09/2015
Chairman and Chief Executive
Officer

** Signature of Reporting Person Date

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

* 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).

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

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