| SEC Form 4 |  |
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## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

LION FUND II, L.P.

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

| OMB APPROVAL             |           |  |  |  |  |  |
|--------------------------|-----------|--|--|--|--|--|
| OMB Number:              | 3235-0287 |  |  |  |  |  |
| Estimated average burden |           |  |  |  |  |  |
| hours per response:      | 0.5       |  |  |  |  |  |

|   |   |  |           |                               |   |  |   |           |  |         | ompany Act  |  | 1004  |  |   |                   |                         |  |   |  |
|---|---|--|-----------|-------------------------------|---|--|---|-----------|--|---------|---|--|---|--|---|-------------------|-------------------------|--|---|--|
| 1. Nume and Address of Reporting Ferson             |   |  |           |                               |   | 2. Issuer Name and Ticker or Trading Symbol                          |   |           |  |         |   |  |   | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable) |   |                   |                         |  |   |  |
|   |   |  |           |                               |   | <u>CRACKER BARREL OLD COUNTRY</u><br>STORE, INC [ CBRL ]             |   |           |  |         |   |  |   | Director X 10% Owner   |   |                   |                         |  |   |  |
| (Last) (Eirst) (Middle)                             |   |  |           |                               |   |  |   |           |  |         |   |  | Officer<br>below)   | (give title  |   | Other (<br>below) | specify                 |  |   |  |
| 17802 IH 10 WEST, SUITE 400                         |   |  |           |                               | te of Earliest Transaction (Month/Day/Year)<br>2/2019 |  |   |           |  |         |   |  |   |  |   |                   |                         |  |   |  |
| (Street)  |   |  |           |                               | - 4. ľ  | f Am   | lendmen   | t, Date   | of Origin  | al File | d (Month/Da   | ay/Year)                                 |   | 6. Indi<br>Line)   | vidual or 3   | loint/Group       | p Filing                | g (Check Ap                                      | oplicable   |  |
| SAN ANTONIO TX 78257                                |   |  |           |                               |   |  |   |           |  |         |   |  | Form filed by One Reporting Person<br>Form filed by More than One Reporting |  |   |                   |                         |  |   |  |
| (City) (State) (Zip)                                |   |  |           |                               |   |  |   |           |  |         |   |  |   | Persor   | 1   |                   |                         |  |   |  |
|   |   | Tab  | le I - No | on-Deriv                      | vative  | e Se   | ecuriti   | es Ac     | quirec   | l, Di   | sposed o  | of, or Be                                | nefi  | cially   | Owned   | 1                 |                         |  |   |  |
| Date  |   |  |           | 2. Transa<br>Date<br>(Month/D |   |  | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) |           | Code (   |         |   | es Acquired (A) o<br>Of (D) (Instr. 3, 4 |   |  | 5) 5. Amount of<br>Securities<br>Beneficially<br>Owned Followir |                   | Forn<br>(D) c           | wnership<br>n: Direct<br>or Indirect<br>nstr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership |  |
|   |   |  |           |                               |   |  |   |           | Code   | v       | Amount  | (A) or<br>(D)                            | Price   | Price (Instr. 3 and 4)   |   |                   |                         |  | (Instr. 4)  |  |
|   |   |  |           |                               |   | ╈  |   |           |  |         |   |  |   |  |   | -                 |                         |  | By The  |  |
| Common  | Stock, par  | value \$0.01 <sup>(1)</sup>  |           | 05/22                         | /2019   |  |   |           | S  |         | 2,520   | D  | \$16  | 69.9 <sup>(3)</sup> 3,510,644  |   |                   | <b>I</b> <sup>(2)</sup> | Lion<br>Fund II,<br>L.P.                         |   |  |
|   |   | т  | able II   | - Deriva                      | tive  | Sec  | curitie   | s Acq     | uired,   | Disp    | bosed of  | , or Ben                                 | efici   | ally C   | l<br>Owned  |                   |                         |  |   |  |
|   |   |  |           |                               |   | cal  |   |           | · •  | -       | converti  |  |   | ·<br>  |   |                   |                         |  |   |  |
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | version Date Execution Date, if any Code (Instr. a) of Expiration Date (Month/Day/Year) being (Month/Day/Year) bei |           |                               |   | 7. Title an<br>of Securit<br>Underlyin<br>Derivative<br>(Instr. 3 ar | ies<br>g<br>e Secu  |           | 8. Price of<br>Derivative<br>Security<br>(Instr. 5)<br>9. Numbe<br>derivativ<br>Security<br>Beneficia<br>Owned<br>Followin<br>Reported<br>Transact<br>(Instr. 4) |         | e Owners<br>s Form:<br>ally Direct (<br>or Indir<br>g (I) (Inst |  | Beneficial<br>Ownership<br>(Instr. 4)                                       |  |   |                   |                         |  |   |  |
|   |   |  |           |                               |   |  |   | $\square$ |  |         |   |  | Amo<br>or   | unt  |   |                   |                         |  |   |  |
|   |   |  |           |                               | Code  | v  | (A)   | (D)       | Date<br>Exercisa   |         | Expiration<br>Date  | Title                                    | Num<br>of<br>Shar   |  |   |                   |                         |  |   |  |
| Call Option<br>(Obligation<br>to Sell)              | \$190   | 05/24/2019   |           |                               | S   |  |   | 300       | 05/24/20   |         | 12/20/2019  | Common<br>Stock                          | 30,0  |  | 186.37 <sup>(4)</sup>   | 300               |                         | I <sup>(2)</sup>                                 | By The<br>Lion Fund<br>II, L.P.                     |  |
|   | d Address of RI, SAR  | Reporting Person <sup>*</sup>  |           |                               |   |  |   |           |  |         |   |  |   |  |   |                   |                         |  |   |  |
| (Last)<br>17802 IH                                  | I 10 WEST,  | (First)<br>SUITE 400   | (Mie      | ddle)                         |   |  |   |           |  |         |   |  |   |  |   |                   |                         |  |   |  |
| (Street)<br>SAN AN                                  | TONIO   | ТХ   | 782       | 257                           |   |  |   |           |  |         |   |  |   |  |   |                   |                         |  |   |  |
| (City)  |   | (State)  | (Zip      | ))                            |   |  |   |           |  |         |   |  |   |  |   |                   |                         |  |   |  |
|   |   | Reporting Person <sup>*</sup><br>TAL CORP.   |           |                               |   |  |   |           |  |         |   |  |   |  |   |                   |                         |  |   |  |
| (Last)<br>17802 IH                                  | I 10 WEST,  | (First)<br>SUITE 400   | (Mio      | ddle)                         |   |  |   |           |  |         |   |  |   |  |   |                   |                         |  |   |  |
| (Street)<br>SAN AN                                  | TONIO   | ТХ   | 782       | 257                           |   |  |   |           |  |         |   |  |   |  |   |                   |                         |  |   |  |
| (City)  |   | (State)  | (Zip      | )                             |   |  |   |           |  |         |   |  |   |  |   |                   |                         |  |   |  |
| 1. Name an  | d Address of  | Reporting Person*  |           |                               |   |  |   |           |  |         |   |  |   |  |   |                   |                         |  |   |  |

| (Last)<br>17802 IH 10 WES | (First)<br>T, SUITE 400 | (Middle) |
|---------------------------|-------------------------|----------|
| (Street)<br>SAN ANTONIO   | ТХ                      | 78257    |
| (City)                    | (State)                 | (Zip)    |

## Explanation of Responses:

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

2. Securities owned directly by TLF II. BCC is the general partner of TLF II. Mr. Biglari is the sole member, Chairman and Chief Executive Officer of BCC. By virtue of these relationships, BCC and Mr. Biglari may be deemed to beneficially own the securities of the Issuer owned directly by TLF II.

3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$169.62 to \$170.15 per share. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 3 to this Form 4.

4. The price reported in Column 8 is a weighted average price. These call options were sold in multiple transactions at prices ranging from \$180.00 to \$200.00 per call option. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of call options sold at each separate price within the range set forth in this footnote 4 to this Form 4.

| By: Biglari Capital Corp.; By:<br>/s/ Sardar Biglari, Chairman<br>and Chief Executive Officer | <u>05/24/2019</u> |
|---|-------------------|
| <u>By: /s/ Biglari, Sardar</u>  | 05/24/2019        |
| By: The Lion Fund II, L.P.; By:   |                   |
| <u>Biglari Capital Corp., its</u>   |                   |
| <u>general partner; By: /s/ Sardar</u>  | 05/24/2019        |
| <u>Biglari, Chairman and Chief</u>  |                   |
| 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.