

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

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CRACKER BARREL OLD COUNTRY STORE, INC.  
(Name of Registrant as Specified in Its Charter)

BIGLARI CAPITAL CORP.  
THE LION FUND II, L.P.  
BIGLARI HOLDINGS INC.  
FIRST GUARD INSURANCE COMPANY  
SOUTHERN PIONEER PROPERTY AND CASUALTY INSURANCE COMPANY  
SPP&C HOLDING CO., INC.  
SARDAR BIGLARI  
RAYMOND P. BARBRICK

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(Name of Persons(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.
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(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(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):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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Fee paid previously with preliminary materials:

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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.

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(1) Amount previously paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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Biglari Capital Corp., together with the other participants named herein (collectively, “Biglari”), intends to file a preliminary proxy statement and accompanying **GOLD** proxy card with the Securities and Exchange Commission (“SEC”) to be used to solicit votes for the election of its director nominee at the 2020 annual meeting of shareholders of Cracker Barrel Old Country Store, Inc., a Tennessee corporation (the “Company”).

Item 1: On September 15, 2020, Biglari issued the following press release and letter to shareholders of the Company:

**BIGLARI CAPITAL CORP. ISSUES LETTER TO SHAREHOLDERS OF  
CRACKER BARREL OLD COUNTRY STORE, INC.**

SAN ANTONIO, TX — September 15, 2020 —Biglari Capital Corp. today issued the following letter to shareholders of Cracker Barrel Old Country Store, Inc. (NASDAQ: CBRL). See below for the shareholder letter in its original form.

Dear Fellow Cracker Barrel Shareholders:

We are one of the largest and longest-standing shareholders of Cracker Barrel Old Country Store, Inc., with an ownership of 2,055,141 shares, representing approximately 8.7% of the company’s outstanding shares.

Since the beginning of our involvement nearly a decade ago, we have had a positive impact on Cracker Barrel, one that led to a change in the executive suite, an overhaul of the company’s board of directors, an increase in the dividend payout ratio (from 24% to 87%), a reduction in low-returning new store openings, and the launch of a licensing business. (You can access all of our letters to management and shareholders on our website, [www.enhancecrackerbarrel.com](http://www.enhancecrackerbarrel.com).)

In recent years, however, the board and management have become emboldened to undertake major money-losing projects that not only defy sound reason but are also unrelated to Cracker Barrel’s core business. Plainly, what exactly is Cracker Barrel’s strategy? Shareholders have not been provided the rationale or the data behind the company’s capital allocation decision-making, particularly as it concerns its investment in Punch Bowl Social. The board’s continued failure to concentrate on the core business, or to provide pertinent financial and operating data to its shareholders, has left us with no option but to turn to you, the owners of the company, for support in pursuing board representation at the company’s next annual meeting. Our board representation would benefit all shareholders by keeping management focused, by mandating the disclosure of relevant financial data, and by assisting in the oversight of the company’s capital allocation. Board members and executives come and go, but we are still here, and our investment remains substantial.

By way of background, on July 18, 2019, Cracker Barrel entered into a transaction with Punch Bowl Social, a venture capital project primarily serving alcoholic beverages, which lacks any resemblance to the company’s country-cooking family dining business. Within eight months of finalizing the transaction, shareholders lost a staggering \$133 million, representing an investment loss of 100%. Cracker Barrel’s investment in an unproven bar concept will go down as one of the worst business blunders in the annals of restaurant history.

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Not only did we question the investment by delivering a books and records request to the company on October 31, 2019, but we were also shocked by the panic exit from Punch Bowl Social during the market disruptions in March of this year. There was no sound justification for abandoning the investment within days of the passage of the CARES Act. The board and management demonstrated a profound lack of judgment by approving the Punch Bowl Social acquisition and then exiting at the most inopportune time — when the business world was frozen. Thus, we are concerned not only with the questionable investments management is making — with the board’s approval — but also with how it is handling those investments once they have been made.

Shareholders can and should expect the board to be transparent about how and why such decisions were reached. If Punch Bowl Social was such a great deal for shareholders, why were we never given financial particulars, such as total revenues and earnings? What is especially unclear is how the board evaluated Punch Bowl Social. Did board members simply rubber-stamp CEO Sandy Cochran’s wishes?

Because of the company’s egregious decisions with Punch Bowl Social, we have requested that all relevant information be released to shareholders, including the information specified in the aforementioned October letter. We have also questioned the financial performance of the Cracker Barrel stores that opened under Ms. Cochran’s watch. We suspect she and the board cannot defend those investments either, and believe they are hiding behind the performance of the legacy units that predate her and the current board.

Cracker Barrel is one of the best concepts ever created in the restaurant industry. We believe Ms. Cochran and the current board do not fully appreciate its potential. If they did, all energies would be dedicated to this great American brand, rather than diverted into money-losing ventures like a bar concept. Clearly, Ms. Cochran and the other directors have no experience in venture capital projects. After all, the private equity firm that sold Punch Bowl Social to the company was able to unload its mistake at a profit — but at the expense of Cracker Barrel shareholders.

It is unconscionable that an astonishing 50% of Cracker Barrel’s 2019 pre-tax earnings were destroyed by this single investment. Although we place blame on Ms. Cochran for the misguided investment, the real culprit is the board, for approving an absurd purchase. The board may seek cover by replacing Ms. Cochran over this dreadful acquisition, but the ruinous behavior falls on the board itself for supporting the purchase of a risky, unproven bar business unrelated to Cracker Barrel’s successful brand.

We have attempted on multiple occasions to reach an amicable resolution with Cracker Barrel leadership. The time has come for the years-long stonewalling to end. We are resolved to obtain representation on the board in order to improve capital allocation, and in so doing to augment the value of the Company for the benefit of *all* shareholders.

I am determined to nominate a director candidate with a restaurant and capital allocation background for election to the board at the company’s next annual meeting in order to: (1) bring discipline to the company’s capital allocation; (2) focus the board and management on the Cracker Barrel brand; (3) reject all egregious acquisitions or investments; (4) disclose to shareholders the returns on capital deployed on new stores opened in the past decade; and (5) return capital to shareholders through dividends and/or share repurchases.

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To that end, I presented to the Cracker Barrel board a director nominee, Raymond P. Barbrick, President and Co-Chief Executive Officer of The Briad Group, a hospitality company operating franchises of both restaurants and hotels. Despite Mr. Barbrick's obvious qualifications, the company has rejected him as a board member. Thus, we now turn to you, the stockholders, to support us in our demand. Our nominee will represent ownership judiciously by concentrating on the five critical priorities outlined above in an effort to enhance Cracker Barrel's value for all.

Sincerely,

/s/ Sardar Biglari

Sardar Biglari

#### **CERTAIN INFORMATION CONCERNING THE PARTICIPANTS**

Biglari Capital Corp., together with the other participants named herein (collectively, "Biglari"), intend to file a preliminary proxy statement and accompanying **GOLD** proxy card with the Securities and Exchange Commission ("SEC") to be used to solicit votes for the election of its director nominee at the 2020 annual meeting of shareholders of Cracker Barrel Old Country Store, Inc., a Tennessee corporation (the "Company").

**BIGLARI STRONGLY ADVISES ALL SHAREHOLDERS OF THE COMPANY TO READ THE PROXY STATEMENT AND OTHER PROXY MATERIALS AS THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. SUCH PROXY MATERIALS WILL BE AVAILABLE AT NO CHARGE ON THE SEC'S WEB SITE AT [HTTP://WWW.SEC.GOV](http://www.sec.gov). IN ADDITION, THE PARTICIPANTS IN THIS PROXY SOLICITATION WILL PROVIDE COPIES OF THE PROXY STATEMENT WITHOUT CHARGE, WHEN AVAILABLE, UPON REQUEST. REQUESTS FOR COPIES SHOULD BE DIRECTED TO THE PARTICIPANTS' PROXY SOLICITOR.**

#### **Participants in the Solicitation**

The participants in the proxy solicitation are anticipated to be Biglari Capital Corp. ("Biglari Capital"), The Lion Fund II, L.P. (the "Lion Fund II"), Biglari Holdings Inc. ("Biglari Holdings"), First Guard Insurance Company ("First Guard"), Southern Pioneer Property and Casualty Insurance Company ("Southern Pioneer"), SPP&C Holding Co., Inc. ("SPPC"), Sardar Biglari, and Raymond P. Barbrick.

As of the date hereof, the participants in the proxy solicitation beneficially own in the aggregate 2,055,141 shares of Common Stock, par value \$0.01 per share (the "Common Stock"), of the Company. As of the date hereof, the Lion Fund II beneficially owns directly 2,000,000 shares of Common Stock. Biglari Capital, as the general partner of the Lion Fund II, may be deemed to beneficially own the shares of Common Stock directly beneficially owned by the Lion Fund II. As of the date hereof, First Guard beneficially owns directly 48,300 shares of Common Stock. As of the date hereof, Southern Pioneer beneficially owns directly 6,841 shares of Common Stock. SPPC, as the parent company of Southern Pioneer, may be deemed to beneficially own the shares of Common Stock directly beneficially owned by Southern Pioneer. Biglari Holdings, as the parent company of each of First Guard and SPPC, may be deemed to beneficially own the shares of Common Stock directly beneficially owned by each of First Guard and Southern Pioneer. Mr. Biglari, as the Chairman and Chief Executive Officer of each of Biglari Capital and Biglari Holdings, may be deemed to beneficially own the shares of Common Stock directly beneficially owned by each of the Lion Fund II, First Guard and Southern Pioneer. As of the date hereof, Mr. Barbrick does not beneficially own any shares of Common Stock.

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Item 2: Also on September 15, 2020, Biglari posted the following materials to [www.enhancecrackerbarrel.com](http://www.enhancecrackerbarrel.com):

## Important Notice

Biglari Capital Corp., together with the other participants named below (collectively, "Biglari"), intend to file a preliminary proxy statement and accompanying GOLD proxy card with the Securities and Exchange Commission ("SEC") to be used to solicit votes for the election of its director nominees at the 2020 annual meeting of shareholders of Cracker Barrel Old Country Store, Inc., a Tennessee corporation (the "Company").

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This website may contain forward-looking statements. These statements may be identified by the use of forward-looking terminology such as the words "expects," "intends," "believes," "anticipates" and other terms with similar meaning indicating possible future events or actions relating to the business or shareholders of the Company. These forward-looking statements are based on current expectations and assumptions that are subject to risks and uncertainties that could cause actual results to differ materially. These risks and uncertainties include, among others, the ability of the participants in the proxy solicitation to successfully solicit sufficient proxies to elect Mr. Barbrick to the Company's board of directors through a proxy solicitation to be undertaken by them, the ability of Mr. Barbrick to work with the other members of the Company's board of directors to improve the performance of the Company and risk factors associated with the business of the Company, as described in the Company's Annual Report on Form 10-K for the fiscal year ended August 2, 2019, and in other periodic reports of the Company, which are available at no charge at the website of the SEC at <http://www.sec.gov>. Accordingly, you should not rely upon forward-looking statements as a prediction of actual results.

This website may be deemed to constitute solicitation material and is intended solely to inform shareholders so that they may make an informed decision regarding the proxy solicitation.

This communication is not a solicitation of a proxy, which may be done only pursuant to a definitive proxy statement.

**I AGREE ►**

I have read and agree to the terms of this web site

**I DISAGREE ►**

You will not gain access to this web site without agreeing to the terms of this web site

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## Letters to Shareholders

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- [October 23, 2019](#)
- [October 25, 2012](#)
- [April 19, 2012](#)
- [December 9, 2011](#)
- [November 14, 2011](#)
- [September 12, 2011](#)

**BIGLARI CAPITAL CORP.**

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SAN ANTONIO, TEXAS 78257  
TELEPHONE (210) 344-3400  
FAX (210) 344-3411

SARDAR BIGLARI, CHAIRMAN

September 15, 2020

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