

CRACKER BARREL OLD COUNTRY STORE, INC
Form SC 13D/A
March 07, 2019

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. 38)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)

March 1, 2019
(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 GROUP |
| | (a) |
| | (b) |
| 3 | SEC USE ONLY |
| 4 | SOURCE OF FUNDS |
| | AF |
| 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 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 SOLE VOTING POWER |
| | 3,525,294 |
| | 8 SHARED VOTING POWER |
| | -0- |
| | 9 SOLE DISPOSITIVE POWER |

3,525,294
SHARED
10 DISPOSITIVE
POWER

11
-0-
AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

12
3,525,294
CHECK BOX IF
THE
AGGREGATE
AMOUNT IN
ROW (11)
EXCLUDES
CERTAIN
SHARES

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

14
14.7%
TYPE OF
REPORTING
PERSON

PN

CUSIP NO. 22410J106

| | |
|---|--|
| 1 | NAME OF REPORTING PERSON |
| 2 | Biglari Capital Corp. CHECK THE APPROPRIATE BOX IF A (a) MEMBER OF A GROUP (b) |
| 3 | SEC USE ONLY |
| 4 | SOURCE OF FUNDS |
| 5 | AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION |
| 7 | Texas SOLE VOTING POWER |
| 8 | SHARED VOTING POWER |
| 9 | -0- SOLE DISPOSITIVE POWER |

3,525,294
SHARED
10 DISPOSITIVE
POWER

11
-0-
AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

12
3,525,294
CHECK BOX IF
THE
AGGREGATE
AMOUNT IN
ROW (11)
EXCLUDES
CERTAIN
SHARES

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

14
14.7%
TYPE OF
REPORTING
PERSON

OO

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 | |
| 5 | AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION | |
| 7 | USA SOLE VOTING POWER | |
| 8 | SHARED VOTING POWER | |
| 9 | SOLE DISPOSITIVE POWER | |

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

3,525,294

-0-

3,525,294
SHARED
10 DISPOSITIVE
POWER

11
-0-
AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

12
3,525,294
CHECK BOX IF
THE
AGGREGATE
AMOUNT IN
ROW (11)
EXCLUDES
CERTAIN
SHARES

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

14
14.7%
TYPE OF
REPORTING
PERSON

IN

CUSIP NO. 22410J106

The following constitutes Amendment No. 38 to the Schedule 13D filed by the undersigned (“Amendment No. 38”). This Amendment No. 38 amends the Schedule 13D as specifically set forth herein.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

The information contained in Item 6 of the Schedule 13D is hereby amended and supplemented by adding the following disclosure:

On March 1, 2019, the loan agreement entitling TLF CBRL LLC, a limited liability company whose sole member is The Lion Fund II, L.P., to borrow up to \$200,000,000 was amended to require TLF CBRL LLC to prepay loans necessary to reduce the outstanding principal of the loans to \$160,000,000, together with all accrued and unpaid interest on the principal amount of the loans so prepaid, and to reduce the number of shares of Common Stock which had been pledged as collateral from 3,600,000 to 2,700,000 shares.

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.

March 7, 2019
(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

/s/ Sardar Biglari
SARDAR BIGLARI