

CRACKER BARREL OLD COUNTRY STORE, INC
Form DEFA14A
October 05, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

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 Pursuant to §240.14a-12

Cracker Barrel Old Country Store, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(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.

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

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Fee paid previously with preliminary materials.

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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The following is a letter sent to participants in the Cracker Barrel Old Country Store, Inc. Employee Stock Purchase Plan on October 5, 2012:

**NOTICE TO PARTICIPANTS IN THE CRACKER
BARREL OLD COUNTRY STORE, INC.
EMPLOYEE STOCK PURCHASE PLAN**

October 5, 2012

Dear Plan Participant:

Enclosed with this letter are materials relating the Annual Meeting of Shareholders of Cracker Barrel Old Country Store, Inc. (the Company), to be held on November 15, 2012 (the Annual Meeting). The enclosed proxy statement contains information regarding the election of directors and other matters to be acted upon at the Annual Meeting. You may receive more than one voting instruction form from both the Company and Biglari Holdings Inc. and certain affiliated entities (collectively, Biglari Holdings). The **WHITE** voting instruction form designates the director nominees nominated by the Company's Board of Directors. The **GOLD** voting instruction card designates the director nominees nominated by Biglari Holdings. **Note: Only your final instruction by Internet, phone or mail will count.**

Computershare Trust Company, N.A., as record keeper (the Record Keeper) for the Cracker Barrel Old Country Store, Inc. Employee Stock Purchase Plan (the Plan), will vote the shares of Company common stock, held by the Plan on September 21, 2012, the record date for the Annual Meeting. The purpose of this letter is to inform you that you have the right to instruct the Record Keeper on how to vote the shares of Company common stock allocated to your Plan account.

Please read the enclosed proxy materials carefully, so that you can make a decision on how to instruct the Record Keeper to vote the shares of Company common stock allocated to your Plan account on the matters described more fully in the enclosed proxy statement. Your interest in these matters is very important.

If you do not provide timely instructions to the Record Keeper, the shares allocated to your Plan account will not be voted.

Your vote will be held in strict confidence. It will not be revealed, directly or indirectly, to any officer, employee, or director of either the Company or Biglari Holdings, except as otherwise required by law. You should therefore feel completely free to instruct the Record Keeper to vote your shares in the manner you think best.

Because of the time required to tabulate the vote, your voting instruction must be received by Internet, phone or mail no later than 5:00 p.m. Central Time, on Tuesday, November 13, 2012.

The Record Keeper cannot ensure that instructions received after the cut-off time will be effected. Therefore, it is very important that you act promptly and return your instruction so that it is received before this time.

Please vote. Your instruction to the Record Keeper on how to vote your shares is an important part of your rights as a Plan participant.

NOTE: IF YOU OWN ADDITIONAL SHARES OF COMPANY COMMON STOCK DIRECTLY OR THROUGH A BROKER OR OTHER NOMINEE, YOU WILL NEED TO RETURN A PROXY CARD OR AN ADDITIONAL VOTING INSTRUCTION FORM RELATING TO THOSE ADDITIONAL SHARES IN ORDER TO VOTE THOSE SHARES.

Important Additional Information

Cracker Barrel, its directors and certain of its executive officers may be deemed to be participants in the solicitation of proxies from Cracker Barrel shareholders in connection with the matters to be considered at Cracker Barrel's 2012 Annual Meeting. On October 4, 2012, Cracker Barrel filed a definitive proxy statement (as it may be amended, the Proxy Statement) with the U.S. Securities and Exchange Commission (the SEC) in connection with any such solicitation of proxies from Cracker Barrel shareholders. **INVESTORS AND SHAREHOLDERS ARE STRONGLY ENCOURAGED TO READ THE PROXY STATEMENT AND ACCOMPANYING PROXY CARD AND OTHER DOCUMENTS FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE AS THEY WILL CONTAIN IMPORTANT INFORMATION.** Detailed information regarding the identity of potential participants, and their direct or indirect interests, by security holdings or otherwise, is set forth in the Proxy Statement, including Annex A thereto. Shareholders can obtain the Proxy Statement, any amendments or supplements to the Proxy Statement and other documents filed by Cracker Barrel with the SEC for no charge at the SEC's website at www.sec.gov. Copies will also be available at no charge at the Investor Relations section of our corporate website at www.crackerbarrel.com.

