

CRACKER BARREL OLD COUNTRY STORE, INC  
Form 8-K  
November 17, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (date of earliest event reported): November 17, 2016**

**CRACKER BARREL OLD COUNTRY STORE, INC.**

**(Exact Name of Registrant as Specified in its Charter)**

**Tennessee**  
**(State or Other Jurisdiction**

**of Incorporation)**

**001-25225**  
**(Commission File Number)**

**305 Hartmann Drive, Lebanon, Tennessee 37087**

**62-0812904**  
**(IRS Employer**

**Identification No.)**

**(Address of Principal Executive Offices) (Zip code)**

**(615) 444-5533**

**(Registrant's Telephone Number, Including Area Code)**

**Not Applicable**

**(Former Name or Former Address, if Changed Since Last Report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

The 2016 annual meeting of shareholders of Cracker Barrel Old Country Store, Inc., a Tennessee corporation (the Company), was held on November 17, 2016 (the Annual Meeting). On November 17, 2016, Broadridge Investor Communications Solutions, Inc., the inspector of elections for the Annual Meeting (Broadridge), delivered its certification of final voting results for the Annual Meeting to the Company. The voting results show that a total of 21,980,989 shares of the Company's common stock, out of a total of 24,030,391 shares of common stock outstanding and entitled to vote, were present in person or represented by proxies at the Annual Meeting, and that the results for each proposal presented to the shareholders at the Annual Meeting are as set forth below:

1. Election to the Company's Board of Directors of nine out of the following nine director nominees:

|                     | <b>For</b> | <b>Withheld</b> |
|---------------------|------------|-----------------|
| Thomas H. Barr      | 15,798,955 | 66,903          |
| James W. Bradford   | 10,899,347 | *4,966,511      |
| Sandra B. Cochran   | 10,857,438 | *5,008,420      |
| Glenn A. Davenport  | 15,799,796 | 66,062          |
| Richard J. Dobkin   | 10,880,664 | *4,985,194      |
| Norman E. Johnson   | 15,794,553 | 71,305          |
| William W. McCarten | 15,797,982 | 67,876          |
| Coleman H. Peterson | 10,891,990 | *4,973,868      |
| Andrea M. Weiss     | 15,743,172 | 122,686         |

\* The Company believes that Biglari Capital Corp. and its affiliates (Biglari Capital) withheld approximately 4.7 million votes for each of Ms. Cochran and Messrs. Bradford, Dobkin and Peterson.

The following nine directors were elected at the Annual Meeting: Thomas H. Barr, James W. Bradford, Sandra B. Cochran, Glenn A. Davenport, Robert J. Dobkin, Norman E. Johnson, William W. McCarten, Coleman H. Peterson and Andrea M. Weiss. In addition, Broadridge has advised the Company that there were 6,115,131 broker non-votes on proposal 1.

2. Adoption of a non-binding advisory resolution on the Company's executive compensation, as described in the Company's 2016 proxy statement (say-on-pay):

| <b>For</b> | <b>Against</b> | <b>Abstentions</b> |
|------------|----------------|--------------------|
| 10,485,687 | *5,292,971     | 87,200             |

\* The Company believes that Biglari Capital cast approximately 4.7 million votes against the adoption of proposal 2.

In addition, Broadridge has advised the Company that there were 6,115,131 broker non-votes on proposal 2.

3. Ratification of the selection of Deloitte & Touche LLP as the Company's registered independent public accounting firm for 2017:

| <b>For</b> | <b>Against</b> | <b>Abstentions</b> |
|------------|----------------|--------------------|
| 21,819,963 | 103,777        | 57,249             |

In addition, Broadridge has advised the Company that there were zero broker non-votes on proposal 3.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

CRACKER BARREL OLD COUNTRY STORE, INC.

Date: November 17, 2016

By: /s/ Jill M. Golder

Name: Jill M. Golder

Title: Senior Vice President and Chief Financial Officer