BIGLARI HOLDINGS INC.

Form S-8 POS October 25, 2010

As filed with the Securities and Exchange Commission on October 25, 2010

Registration No. 333-53447 Registration No. 333-115728 Registration No. 333-88668 Registration No. 033-61945

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

Post-Effective Amendment No. 1 To Form S-8 Registration No. 333-53447 Post-Effective Amendment No. 1 To Form S-8 Registration No. 333-115728 Post-Effective Amendment No. 1 To Form S-8 Registration No. 333-88668 Post-Effective Amendment No. 1 To Form S-8 Registration No. 033-61945

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

#### **BIGLARI HOLDINGS INC.**

(Exact Name of Registrant as Specified in Its Charter)

#### **INDIANA**

(State or Other Jurisdiction of Incorporation or Organization)

37-0684070

(I.R.S. Employer Identification Number)

175 East Houston Street, Suite 1300 San Antonio, Texas 78205 (Address of Principal Executive Offices) (Zip Code)

Amended and Restated 1997 Capital Appreciation Plan

2000 Director Stock Option Plan

2002 Director Stock Option Plan

2003 Director Stock Option Plan

2004 Director Stock Option Plan

The Steak n Shake Company 1992 Employee Stock

Purchase Plan

Consolidated Products, Inc. 1995 Employee Stock

Option Plan

Consolidated Products, Inc. Employee Stock Purchase Plan

(Full Title of the Plan)

Duane E. Geiger
Interim Chief Financial Officer
Biglari Holdings Inc.
175 East Houston Street, Suite 1300
San Antonio, Texas 78205
(Name and Address of Agent For Service)
(210) 344-3400
(Telephone number, including area code, of agent for service)

Copy to:

Steven Wolosky, Esq.
Olshan Grundman Frome Rosenzweig & Wolosky
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Park Avenue Tower
65 East 55th Street

New York, NY 10022-1106 (212) 451-2300

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer " Accelerated filer ý
Non-accelerated filer " Smaller reporting company "
(Do not check if a smaller reporting company)

#### DEREGISTRATION OF UNSOLD SECURITIES

This Post-Effective Amendment (the "Amendment") relates to the following Registration Statements on Form S-8 filed by Biglari Holdings Inc., an Indiana corporation, formerly known as The Steak n Shake Company and Consolidated Products, Inc. (the "Company"), including all post-effective amendments thereto (collectively, the "Registration Statements") (note that the share numbers listed below do not take into account corporate actions, such as stock splits, taken in the interim):

- Registration Statement on Form S-8 (Registration No. 033-61945) filed on August 18, 1995 with the Securities and Exchange Commission (the "SEC") registering a total of 330,000 shares of the Company's common stock, with stated value \$.50 per share ("Common Stock"), issuable under the Consolidated Products, Inc. 1995 Employee Stock Option Plan;
- Registration Statement on Form S-8 (Registration No. 333-53447) filed on May 22, 1998 with the SEC registering a total of 562,500 shares of Common Stock issuable under the Consolidated Products, Inc. Employee Stock Purchase Plan;
- Registration Statement on Form S-8 (Registration No. 333-88668) filed on May 20, 2002 with the SEC registering a total of 500,000 shares of Common Stock, and associated Preferred Stock Purchase Rights, issuable under The Steak n Shake Company 1992 Employee Stock Purchase Plan; and
- Registration Statement on Form S-8 (Registration No. 333-115728) filed on May 21, 2004 with the SEC registering a total of 640,500 shares of Common Stock, and associated Preferred Stock Purchase Rights, issuable under the Company's Amended and Restated 1997 Capital Appreciation Plan, 2000 Director Stock Option Plan, 2002 Director Stock Option Plan, 2003 Director Stock Option Plan and 2004 Director Stock Option Plan.

As of the date of this Amendment, no shares of Common Stock are issuable or reserved for future issuance under the plans to which the Registration Statements relate. In accordance with the undertaking made by the Company in the Registration Statements to remove from registration by means of a post-effective amendment any of the securities that had been registered for issuance that remain unsold at the termination of the offering, the Company hereby removes from registration the securities that are registered but unsold under the Registration Statements, if any.

#### **PART II**

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to its Registration Statements on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Antonio, state of Texas, on October 21, 2010.

### BIGLARI HOLDINGS INC.

By: /s/ Sardar Biglari Name: Sardar Biglari

Title: Chairman and Chief Executive

Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment to the Registration Statements on Form S-8 has been signed by the following persons in the capacities and on the date indicated.

SIGNATURE	CAPACITY Chairman, Chief Executive Officer and	DATE
/s/ Sardar Biglari Sardar Biglari	Director  (Principal Executive Officer)  Interim Chief Financial Officer, Vice	October 21, 2010
/s/ Duane E. Geiger Duane E. Geiger	President and Controller (Principal Financial and Accounting Officer)	October 21, 2010
/s/ Philip L. Cooley Philip L. Cooley	Director	October 21, 2010
/s/ Ruth J. Person Ruth J. Person	Director	October 21, 2010
/s/ William J. Regan, Jr. William J. Regan, Jr.	Director	October 21, 2010
/s/ John W. Ryan John W. Ryan	Director	October 21, 2010
/s/ Kenneth R. Cooper Kenneth R. Cooper	Director	October 21, 2010