

CRACKER BARREL OLD COUNTRY STORE, INC  
Form 8-K  
November 20, 2012

**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 20, 2012 (November 15, 2012)**

**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)

**62-0812904**  
(IRS Employer

Identification No.)

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**305 Hartmann Drive, Lebanon,**

**Tennessee**  
**(Address of Principal Executive Offices)**

**(615) 444-5533**

**37087**  
**(Zip code)**

**(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 2012 annual meeting of shareholders of Cracker Barrel Old Country Store, Inc., a Tennessee corporation (the Company), was held on November 15, 2012 (the Annual Meeting). On November 20, 2012, IVS Associates, Inc., the independent inspector of elections for the Annual Meeting (IVS), delivered its certification of final voting results for the Annual Meeting to the Company. The voting results show that a total of 19,595,054 shares of the Company's common stock, out of a total of 23,642,398 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 shareholders at the Annual Meeting are as set forth below:

1. Election to the Company's Board of Directors of 10 out of the following 12 director nominees:

|                     | For        | Withheld   |
|---------------------|------------|------------|
| Thomas H. Barr      | 15,396,797 | *4,198,257 |
| James W. Bradford   | 13,831,209 | 58,572     |
| Sandra B. Cochran   | 15,401,129 | *4,193,925 |
| Glenn A. Davenport  | 15,389,230 | *4,205,824 |
| Richard J. Dobkin   | 13,841,252 | 48,529     |
| Norman E. Johnson   | 15,393,209 | *4,201,845 |
| William W. McCarten | 15,395,977 | *4,199,077 |
| Martha M. Mitchell  | 15,208,389 | *4,386,665 |
| Coleman H. Peterson | 15,389,973 | *4,205,081 |
| Andrea M. Weiss     | 15,395,517 | *4,199,537 |
| Sardar Biglari      | 5,631,605  | 73,688     |
| Philip L. Cooley    | 5,632,068  | 73,205     |

\* The Company's proxy solicitor, MacKenzie Partners, Inc. (MacKenzie), has informed the Company that MacKenzie determined that Biglari Holdings Inc. and its affiliates withheld 4,091,037 votes for each of Messrs. Barr, Davenport, Johnson, McCarten and Peterson and Meses. Cochran, Mitchell and Weiss.

The following 10 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, Martha M. Mitchell, Coleman H. Peterson and Andrea M. Weiss. In addition, IVS has advised the Company that there were zero broker non-votes for proposal 1.

2. Approval of the Company's shareholder rights plan:

| For        | Against    | Abstentions |
|------------|------------|-------------|
| 12,946,563 | *6,587,055 | 61,429      |

\* MacKenzie has informed the Company that MacKenzie determined that Biglari Holdings Inc. and its affiliates cast 4,091,037 votes against the approval of proposal 2.

In addition, IVS has advised the Company that there were zero broker non-votes for proposal 2.

3. Adoption of a non-binding advisory resolution on the Company's executive compensation as described in the Company's 2012 proxy statement (say-on-pay):

| For        | Against    | Abstentions |
|------------|------------|-------------|
| 13,684,144 | *5,780,178 | 130,720     |

\*

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MacKenzie has informed the Company that MacKenzie determined that Biglari Holdings Inc. and its affiliates cast 4,091,037 votes against the adoption of proposal 3.

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

4. Ratification of the selection of Deloitte & Touche LLP as the Company's registered independent public accounting firm for 2013:

| For        | Against | Abstentions |
|------------|---------|-------------|
| 19,275,099 | 267,008 | 52,946      |

In addition, IVS has advised the Company that there were zero broker non-votes for proposal 4.

**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.

Date: November 20, 2012

CRACKER BARREL OLD COUNTRY STORE, INC.

By: /s/ Lawrence E. Hyatt

Name: Lawrence E. Hyatt

Title: Senior Vice President and Chief Financial Officer