

CRACKER BARREL OLD COUNTRY STORE, INC
Form 8-K
November 12, 2015

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 12, 2015

CRACKER BARREL OLD COUNTRY STORE, INC.
(Exact Name of Registrant as Specified in its Charter)

Tennessee
(State or Other Jurisdiction

of Incorporation)

305 Hartmann Drive, Lebanon,

001-25225
(Commission

File Number)

62-0812904
(IRS Employer

Identification No.)

37087

Tennessee
(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 2015 annual meeting of shareholders of Cracker Barrel Old Country Store, Inc., a Tennessee corporation (the Company), was held on November 12, 2015 (the Annual Meeting). On November 12, 2015, Broadridge Investor Communication 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 22,201,666 shares of the Company's common stock, out of a total of 24,025,539 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 9 out of the following 9 director nominees:

| | For | Withheld |
|---------------------|------------|------------|
| Thomas H. Barr | 18,037,917 | 87,743 |
| James W. Bradford | 13,288,367 | *4,837,293 |
| Sandra B. Cochran | 18,040,481 | 85,179 |
| Glenn A. Davenport | 18,032,519 | 93,141 |
| Richard J. Dobkin | 13,289,281 | *4,836,379 |
| Norman E. Johnson | 18,038,790 | 86,670 |
| William W. McCarten | 18,039,390 | 85,270 |
| Coleman H. Peterson | 18,029,434 | 96,226 |
| Andrea M. Weiss | 17,996,856 | 128,804 |

* The Company's proxy solicitor, MacKenzie Partners, Inc. (MacKenzie), has informed the Company that MacKenzie determined that Biglari Capital Corp. and its affiliates (Biglari Capital) withheld 4,735,794 votes for each of Messrs. Bradford and Dobkin.

The following 9 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 4,076,567 broker non-votes on proposal 1.

2. Approval of the shareholder rights plan:

| For | Against | Abstentions |
|------------|------------|-------------|
| 11,837,084 | *6,229,147 | 59,429 |

* MacKenzie has informed the Company that MacKenzie determined that Biglari Capital cast 4,735,794 votes against the adoption of proposal 2.

In addition, Broadridge has advised the Company that there were 4,076,567 broker non-votes on proposal 2.

3. Adoption of a non-binding advisory resolution on the Company's executive compensation, as described in the Company's 2015 proxy statement (say-on-pay):

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| For | Against | Abstentions |
|------------|------------|-------------|
| 13,039,852 | *4,989,217 | 96,591 |

* MacKenzie has informed the Company that MacKenzie determined that Biglari Capital cast 4,735,794 votes against the adoption of proposal 3.

In addition, Broadridge has advised the Company that there were 4,076,567 broker non-votes on proposal 3.

4. Reapproval of the material terms of the performance goals under the Company's 2010 Omnibus Stock and Incentive Plan for purposes of Section 162(m) of the Internal Revenue Code:

| For | Against | Abstentions |
|------------|------------|-------------|
| 13,099,721 | *4,958,818 | 67,121 |

* MacKenzie has informed the Company that MacKenzie determined that Biglari Capital cast 4,735,794 votes against the adoption of proposal 4.

In addition, Broadridge has advised the Company that there were 4,076,567 broker non-votes on proposal 4.

5. Ratification of the selection of Deloitte & Touche LLP as the Company's registered independent public accounting firm for 2016:

| For | Against | Abstentions |
|------------|---------|-------------|
| 22,090,454 | 61,467 | 50,306 |

In addition, Broadridge has advised the Company that there were zero broker non-votes on proposal 5.

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 12, 2015

CRACKER BARREL OLD COUNTRY STORE, INC.

By: /s/ Lawrence E. Hyatt

Name: Lawrence E. Hyatt

Title: Senior Vice President and Chief Financial Officer