

CRACKER BARREL OLD COUNTRY STORE, INC

Form 8-K

November 15, 2018

**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 15, 2018**

**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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

The 2018 annual meeting of shareholders of Cracker Barrel Old Country Store, Inc., a Tennessee corporation (the Company), was held on November 15, 2018 (the Annual Meeting). On November 15, 2018, 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 22,741,995 shares of the Company's common stock, out of a total of 24,031,772 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 the following nine director nominees:

	<b>For</b>	<b>Withheld</b>
Thomas H. Barr	16,260,768	97,098
James W. Bradford	11,511,859	*4,846,007
Sandra B. Cochran	11,471,291	*4,886,575
Meg G. Crofton	16,241,760	116,106
Richard J. Dobkin	11,437,243	*4,920,623
Norman E. Johnson	11,542,556	*4,815,310
William W. McCarten	16,282,680	75,186
Coleman H. Peterson	11,512,376	*4,845,490
Andrea M. Weiss	11,456,296	*4,901,570

\* 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 approximately 4,735,794 for each of Ms. Cochran and Weiss and Messrs. Bradford, Dobkin, Johnson and Peterson.

The following nine directors were elected at the Annual Meeting: Thomas H. Barr, James W. Bradford, Sandra B. Cochran, Meg G. Crofton, 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 6,384,129 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 2018 proxy statement (say-on-pay):

<b>For</b>	<b>Against</b>	<b>Abstentions</b>
10,797,564	*5,443,427	116,875

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

In addition, Broadridge has advised the Company that there were 6,384,129 broker non-votes on proposal 2.

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

<b>For</b>	<b>Against</b>	<b>Abstentions</b>
8,740,752	*7,557,563	59,551

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

In addition, Broadridge has advised the Company that there were 6,384,129 broker non-votes on proposal 3.

4. Ratification of the selection of Deloitte & Touche LLP as the Company's registered independent public accounting firm for 2019:

<b>For</b>	<b>Against</b>	<b>Abstentions</b>
22,484,278	201,719	55,998

In addition, Broadridge has advised the Company that there were zero broker non-votes on 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 15, 2018

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

By: /s/ Jill M. Golder

Name: Jill M. Golder

Title: Senior Vice President and Chief Financial Officer