

BIGLARI HOLDINGS INC.
Form 8-K
May 06, 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): May 6, 2016

BIGLARI HOLDINGS INC.
(Exact name of registrant as specified in its charter)

| | | |
|---|---------------------------------------|--|
| INDIANA (State or other jurisdiction of incorporation) | 0-8445 (Commission File Number) | 37-0684070 (IRS Employer Identification No.) |
| 17802 IH 10 West, Suite 400 San Antonio, Texas (Address of principal executive offices) | | 78257 (Zip Code) |

Registrant's telephone number, including area code: (210) 344-3400

(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 (see General Instruction A.2. below):

- 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 2.02. Results of Operations and Financial Condition.

On May 6, 2016, Biglari Holdings Inc. (the “Company”) issued a press release announcing its financial results for its first quarter, which ended March 31, 2016. The Company’s press release is attached hereto as Exhibit 99.1 and the information set forth therein is incorporated herein by reference and constitutes a part of this report.

Item 7.01. Regulation FD Disclosure.

On May 3, 2016, the board of directors of Biglari Holdings Inc. (the “Company”) determined that the Company is a “Controlled Company” as defined in Section 303A.00 of the New York Stock Exchange (the “NYSE”) Listed Company Manual. Sardar Biglari, the Company’s Chairman and CEO, holds a majority of the voting power for the election of directors of the Company. Controlled companies are not required to comply with the NYSE Listed Company Manual requirements that a majority of the members of the board of directors must be independent as well as the requirements pertaining to the board’s nominating/governance and compensation committees. The Company has not availed itself of these exemptions or effected any change in the structure of the board of directors or its committees.

The information in this Current Report, including the exhibit attached hereto, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of such section. The information in this Current Report, including the exhibit, shall not be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any incorporation by reference language in any such filing, unless the Company expressly sets forth in such future filing that such information is to be considered “filed” or incorporated by reference therein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description |
|-------------|---|
| 99.1 | Press Release issued by the Company on May 6, 2016. |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

May 6, 2016

BIGLARI HOLDINGS INC.

| | | |
|-----|-----------------|-------------|
| By: | /s/ Bruce Lewis | |
| | Name: | Bruce Lewis |
| | Title: | Controller |

Exhibit Index

| Exhibit No. | Description |
|-------------|---|
| 99.1 | Press Release issued by the Company on May 6, 2016. |