

BIGLARI HOLDINGS INC.
Form 8-K
April 27, 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): April 26, 2018

BIGLARI HOLDINGS INC.

(Exact name of registrant as specified in its charter)

INDIANA	0-8445	37-0684070
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

17802 IH 10 West, Suite 400, San Antonio,
Texas 78257
(Address of Principal Executive Offices) (Zip Code)

Registrant's Telephone Number, Including Area Code: (210) 344-3400

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 (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))

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

Emerging growth company

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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.

Annual Meeting

On April 26, 2018, Biglari Holdings Inc. (the “Company”) held its 2018 Annual Meeting of Shareholders (the “Annual Meeting”). The total number of shares of the Company’s common stock voted in person or by proxy at the Annual Meeting was 2,011,038, representing approximately 97.26% of the 2,067,726 shares outstanding and entitled to vote at the Annual Meeting, based on estimated preliminary voting results. The matters voted on by shareholders and the number of votes cast for, against or withheld, as well as abstentions and broker non-votes, if applicable, with respect to each matter is set forth below.

Proposal 1. To elect the nominees listed below as directors of the Company:

	FOR	WITHHOLD	BROKER NON-VOTES
Sardar Biglari	1,241,543	652,542	116,953
Philip L. Cooley	1,233,350	660,735	116,953
Kenneth R. Cooper	1,232,296	661,789	116,953
James P. Mastrian	1,254,832	639,253	116,953
Ruth J. Person	1,255,013	639,072	116,953

Proposal 2. To ratify the selection by the Audit Committee of the Board of Directors of the Company of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for 2018:

1,996,503	6,296	8,239
For	Against	Abstentions

Special Meeting

On April 26, 2018, immediately following the Annual Meeting, the Company held a special meeting of its shareholders (the “Special Meeting”). The total number of shares of the Company’s common stock voted in person or by proxy at the Special Meeting was 1,895,207, representing approximately 91.66% of the 2,067,726 shares outstanding and entitled to vote at the Special Meeting, based on estimated preliminary voting results. The matters voted on by shareholders and the number of votes for or against, as well as the number of abstentions and broker non-votes, if applicable, with respect to each matter is set forth below.

Proposal 1. To approve the Amended and Restated Agreement and Plan of Merger, dated as of March 5, 2018, by and among Biglari Holdings Inc., NBHSA Inc. and BH Merger Company:

1,221,366	668,485	5,356
For	Against	Abstentions

Proposal 2. To approve the authorized capital of NBHSA Inc., which is 11,500,000 shares, consisting of 500,000 shares of Class A common stock, 10,000,000 shares of Class B common stock, and 1,000,000 shares of preferred stock:

1,224,817	664,808	5,582
For	Against	Abstentions

Proposal 3. To approve NBHSA Inc. being subject to Chapter 42 of the Indiana Business Corporation Law, which relates to “control share acquisitions”:

1,221,192	668,317	5,698
For	Against	Abstentions

The foregoing voting results from the Annual Meeting and Special Meeting are preliminary estimates only and are subject to change. The Company will file an amendment to this Current Report on Form 8-K to disclose the final voting results from the Annual Meeting and Special Meeting within four business days after the final, certified voting results are known.

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.

BIGLARI HOLDINGS INC.

/s/ Bruce Lewis

Bruce Lewis

Controller

Dated: April 27, 2018