BIGLARI, SARDAR

Form 4

November 22, 2017

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

\$0.05 per share

(Print or Type Responses)

1. Name and Address of Reporting Person * **BIGLARI, SARDAR**

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

(Middle)

BIGLARI HOLDINGS INC. [BH]

(Check all applicable)

(First) 17802 IH 10 WEST, SUITE 400

(Street)

3. Date of Earliest Transaction

(Month/Day/Year) 11/20/2017

_X__ Director Officer (give title _X__ 10% Owner _ Other (specify

4. If Amendment, Date Original

Filed(Month/Day/Year)

Applicable Line)

6. Individual or Joint/Group Filing(Check

below)

SAN ANTONIO, TX 78257

Form filed by One Reporting Person _X_ Form filed by More than One Reporting

Person

(City)	(State)	(Zip) Tal	ole I - Non-	-Derivativ	e Sec	urities Acquir	red, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	omr Dispo (Instr. 3,	sed of		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, stated value \$0.05 per share	11/20/2017		P(1)	654	A	\$ 334.9747 (2)	658,723	I (3)	By The Lion Fund II, L.P.
Common Stock, stated value	11/21/2017		P(1)	32	A	\$ 334.4725	658,755	I (3)	By The Lion Fund II, L.P.

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Common Stock, stated value \$0.05 per share	11/22/2017	P <u>(1)</u>	1,386	A	\$ 331.9494 (5)	660,141	I (3)	By The Lion Fund II, L.P.	
Common Stock, stated value \$0.05 per share						1	D		
Common Stock, stated value \$0.05 per share						31,018	I (<u>6)</u>	See Footnote.	
Common Stock, stated value \$0.05 per share						365,726	I (7)	By The Lion Fund, L.P.	
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.									

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SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transac Code (Instr. 8	5. stionNumber of S) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	S	ate	Amor Unde Secur	le and unt of rlying rities . 3 and 4)	8. Price of Derivative Security (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
BIGLARI, SARDAR 17802 IH 10 WEST, SUITE 400 SAN ANTONIO, TX 78257	X	X					
BIGLARI CAPITAL CORP. 17802 IH 10 WEST, SUITE 400 SAN ANTONIO, TX 78257		X					
LION FUND II, L.P. 17802 IH 10 WEST, SUITE 400 SAN ANTONIO, TX 78257		X					

Signatures

By: /s/ Sardar Biglari	11/22/2017			
**Signature of Reporting Person	Date			
By: Biglari Capital Corp.; By: /s/ Sardar Biglari, Chairman and Chief Executive Officer	11/22/2017			
**Signature of Reporting Person	Date			
By: The Lion Fund II, L.P.; By: Biglari Capital Corp., its general partner; By: /s/ Sardar Biglari, Chairman and Chief Executive Officer				
***Signature of Reporting Person	Date			

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) These transactions were effected pursuant to a Rule 10b5-1 trading plan.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$334.40 to \$335.00. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer or the staff of the U.S. Securities and Exchange Commission ("SEC"), upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.
- Shares owned directly by The Lion Fund II, L.P. (the "Lion Fund II"). Biglari Capital Corp ("BCC") is the general partner of the Lion Fund II. Sardar Biglari is the sole member, Chairman and Chief Executive Officer of BCC. By virtue of these relationships, BCC and Mr. Biglari may be deemed to beneficially own the shares of Common Stock of the Issuer owned directly by the Lion Fund II.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$332.31 to \$335.00. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer or the staff of the SEC, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$329.74 to \$335.00. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer or the staff of the SEC, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.
- (6) Shares owned directly by BCC. Mr. Biglari may be deemed a beneficial owner of the shares of Common Stock of the Issuer owned directly by BCC.
- Shares owned directly by the The Lion Fund, L.P. (the "Lion Fund I"). BCC is the general partner of the Lion Fund I. Mr. Biglari is the sole member, Chairman and Chief Executive Officer of BCC. By virtue of these relationships, BCC and Mr. Biglari may be deemed to beneficially own the shares of Common Stock of the Issuer owned directly by the Lion Fund I.

Reporting Owners 3

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Remarks:

This Form 4 is filed jointly by Mr. Biglari, the Lion Fund II and BCC. Each of Mr. Biglari, the Lion Fund II and BCC disclain Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays

a currently valid OMB number.