BIGLARI HOLDINGS INC.
Form 8-K
August 14, 2012

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): August 14, 2012

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

(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):

o 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On August 14, 2012, the Board of Directors (the "Board") of Biglari Holdings Inc. (the "Company") increased the size of the Board to six members and elected James P. Mastrian as a director of the Company. The Board also appointed Mr. Mastrian to serve on both the Audit Committee and the Governance, Compensation and Nominating Committee.

Mr. Mastrian, age 69, retired from Rite Aid Corporation in August 2008. He was the special advisor to the Chairman and Chief Executive Officer. Prior to that, from October 2005 to August 2007, he was the Chief Operating Officer of Rite Aid Corporation.

There is no arrangement or understanding between Mr. Mastrian and any other person pursuant to which he was elected as a director of the Company. There are no transactions in which Mr. Mastrian has an interest requiring disclosure under Item 404(a) of Regulation S-K promulgated under the Securities Act of 1933, as amended. Mr. Mastrian will receive compensation for his service as a member of the Board in accordance with the Company's standard compensation arrangements for non-employee directors, which are summarized in the Company's Definitive Proxy Statement for its 2012 annual meeting of shareholders, as filed with the Securities and Exchange Commission on March 16, 2012.

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.

August 14, 2012 BIGLARI HOLDINGS INC.

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