

BIGLARI HOLDINGS INC.  
Form DEFA14A  
August 10, 2010

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

SCHEDULE 14A  
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

(Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under Rule 14a-12

BIGLARI HOLDINGS INC.  
(Name of Registrant as Specified in Its Charter)

(Name of Persons(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

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(1) Amount previously paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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On August 9, 2010, Biglari Holdings Inc. issued the following press release:

Biglari Holdings Inc. News Release

San Antonio, TX., Aug. 9 /PRNewswire-FirstCall/ -- Biglari Holdings Inc. (NYSE: BH) announced today that as a result of misinformation in the investor and analyst communities regarding the incentive bonus agreement submitted for shareholder approval, the Company wishes to address these errors. Therefore, Biglari Holdings has decided to delay the special meeting of shareholders originally scheduled for August 24, 2010 and will utilize the additional time to provide revised proxy materials to address questions its shareholders raised on the agreement.

Biglari Holdings is pleased that to date it has received wide backing in favor of the incentive agreement. However, misinformation and mischaracterizations of the proposed agreement by certain analysts and investors have generated questions and uncertainty, which the Company wants to address for the benefit of all shareholders.

Biglari Holdings' Compensation Committee has prioritized taking the time to more fully address questions raised by various constituents, including shareholders and proxy advisory firms. The Company is taking this action to serve the best interests of its shareholders because the Company views its shareholders as true partners in the business and thus wants their questions/suggestions to be considered fully.

The Company's Governance, Compensation and Nominating Committee, consisting entirely of outside, non-employee directors, unanimously approved the incentive agreement because of its members' firmly held belief that the design of the agreement links pay to economic performance, not to stock price volatility or other form of remuneration-linkage that is not truly performance-based. The incentive agreement was designed to ensure that compensation is predicated on economic value added. Furthermore, the Committee would administer the plan to assure economic alignment. The proposed plan embodies the pay-for-performance ethos that pervades the recently enacted Dodd-Frank Wall Street Reform and Consumer Protection Act. The Company intends to engage in a broad solicitation of its shareholders in connection with the rescheduled meeting in an effort to explicate completely the structure and rationale underlying the incentive agreement.

Risks Associated with Forward-Looking Statements

This news release may include "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 and other federal securities laws. These statements which may concern anticipated future results are based on current expectations and are subject to a number of risks and uncertainties that could cause actual results to differ markedly from those projected or discussed here. Biglari Holdings cautions readers not to place undue reliance upon any such forward-looking statements, for actual results may differ materially from expectations. Biglari Holdings does not update publicly or revise any forward-looking statements even if experience or future changes make it clear that any projected results expressed or implied therein will not be realized. Further information on the types of factors that could affect Biglari Holdings and its business can be found in the company's filings with the SEC.

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