

BIGLARI HOLDINGS INC.  
Form SC 13G/A  
February 18, 2015

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**(Rule 13d-102)**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO**

**RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED**

**PURSUANT TO 13d-2**

**(Amendment No. 1)\***

**BIGLARI HOLDINGS INC.**

**(Name of Issuer)**

**Common Stock, \$0.50 stated value**

**(Title of Class of Securities)**

**08986R101**

**(CUSIP Number)**

**December 31, 2014**

**(Date of Event Which Requires Filing of this Statement)**

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 08986R101

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1 NAME OF REPORTING PERSONS

OZ Management LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

Number of

shares 0  
6 SHARED VOTING POWER

beneficially

owned by 0  
each 7 SOLE DISPOSITIVE POWER

reporting

person 0  
8 SHARED DISPOSITIVE POWER

with:

0  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.00%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IA

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1 NAME OF REPORTING PERSONS

OZ Management II LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

Number of

shares 0  
6 SHARED VOTING POWER

beneficially

owned by 0  
each 7 SOLE DISPOSITIVE POWER

reporting

person 0  
8 SHARED DISPOSITIVE POWER

with:

0  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.00%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IA

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1 NAME OF REPORTING PERSONS

Och-Ziff Holding Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

Number of

shares 0  
6 SHARED VOTING POWER

beneficially

owned by 0  
each 7 SOLE DISPOSITIVE POWER

reporting

person 0  
8 SHARED DISPOSITIVE POWER

with:

0  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.00%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

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1 NAME OF REPORTING PERSONS

Och-Ziff Holding II LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

Number of

shares 0  
6 SHARED VOTING POWER

beneficially

owned by 0  
each 7 SOLE DISPOSITIVE POWER

reporting

person 0  
8 SHARED DISPOSITIVE POWER

with:

0  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.00%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

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1 NAME OF REPORTING PERSONS

Och-Ziff Capital Management Group LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

Number of

shares 0  
6 SHARED VOTING POWER

beneficially

owned by 0  
each 7 SOLE DISPOSITIVE POWER

reporting

person 0  
8 SHARED DISPOSITIVE POWER

with:

0  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.00%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

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1 NAMES OF REPORTING PERSONS

Daniel S. Och

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

Number of

shares 0  
6 SHARED VOTING POWER

beneficially

owned by 0  
each 7 SOLE DISPOSITIVE POWER

reporting

person 0  
8 SHARED DISPOSITIVE POWER

with:

0  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.00%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

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1 NAMES OF REPORTING PERSONS

OZ Domestic Partners II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

Number of

shares 0  
6 SHARED VOTING POWER

beneficially

owned by 0  
each 7 SOLE DISPOSITIVE POWER

reporting

person 0  
8 SHARED DISPOSITIVE POWER

with:

0  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.00%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

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ITEM 1(a) Name of issuer:

BIGLARI HOLDINGS INC.

ITEM 1(b) Address of issuer's principal executive offices:

17802 IH 10, Suite 400

San Antonio, Texas 78257

ITEMS 2(a), 2(b) and 2(c). NAME OF PERSON FILING, ADDRESS OF PRINCIPAL BUSINESS OFFICE AND CITIZENSHIP

This statement is filed by the entities and persons listed below, all of who together are referred to herein as the Reporting Persons :

- (i) OZ Management LP ( OZ ) and OZ Management II LP ( OZII ), Delaware limited partnerships, are the principal investment managers to a number of investment funds and discretionary accounts, including MDP2, as defined below (collectively, the Accounts ). OZII is a wholly-owned subsidiary of OZ and, as such, OZ may have been deemed to have been the beneficial owner of the Common Stock, \$0.50 stated value (the Shares ) held in the Accounts managed by OZII.
- (ii) Och-Ziff Holding Corporation ( OZHC ), a Delaware corporation, serves as the sole general partner of OZ. OZ is the sole member of Och-Ziff Holding II LLC ( OZHII ), a Delaware limited liability company, which serves as the general partner of OZII. The Shares reported in this Schedule 13G were held in the Accounts managed by OZ and OZII.
- (iii) Och-Ziff Capital Management Group LLC ( OZM ), a Delaware limited liability company, is a holding company that is the sole shareholder of OZHC.
- (iv) Daniel S. Och is the Chief Executive Officer of OZHC and the Chief Executive Officer, Chairman and an Executive Managing Director of OZM.
- (v) OZ Domestic Partners II, L.P. ( MDP2 ) is a Delaware limited partnership.

The citizenship of each of OZ, OZII, OZHC, OZHII, OZM and MDP2 is set forth above. Daniel S. Och is a United States citizen.

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The address of the principal business office of each of the Reporting Persons is 9 West 57<sup>th</sup> Street, 39<sup>th</sup> Floor, New York, New York 10019.

2(d) Title of class of securities:

Common Stock, \$0.50 stated value.

2(e) CUSIP No.:

08986R101

ITEM 3. If this statement is filed pursuant to §§240.13d 1(b) or 240.13d 2(b) or (c), check whether the person filing is a:

(a) " Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);

(b) " Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);

(c) " Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);

(d) " Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a 8);

(e) " An investment adviser in accordance with §240.13d 1(b)(1)(ii)(E);

(f) " An employee benefit plan or endowment fund in accordance with §240.13d 1(b)(1)(ii)(F);

(g) " A parent holding company or control person in accordance with §240.13d 1(b)(1)(ii)(G);

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- (h) " A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) " A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) " A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
- (k) " Group, in accordance with §240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution:

IF THIS STATEMENT IS FILED PURSUANT TO Rule 13d-1(c), CHECK THIS BOX.

ITEM 4. OWNERSHIP.

OZII serves as the principal investment manager to the Accounts, including MDP2. OZII is a wholly-owned subsidiary of OZ and, as such, OZ may have been deemed to have been the beneficial owner of the Shares held in the Accounts managed by OZII. OZ is the sole member of OZHII, the general partner of OZII. As a result, OZ had voting and dispositive authority over the Shares reported in this Schedule 13G. OZHC serves as the sole general partner of OZ. As such, OZHC may be deemed to control OZ and, therefore, may have been deemed to have been the beneficial owner of the Shares reported in this Schedule 13G. OZM is the sole shareholder of OZHC and, for purposes of this Schedule 13G, may have been deemed to have been the beneficial owner of the Shares reported in this Schedule 13G. Daniel S. Och is the Chief Executive Officer, Chairman and an Executive Managing Director of OZM. As such, for purposes of this Schedule 13G, he may be deemed to control such entity and, therefore, may have been deemed to have been the beneficial owner of the Shares reported in this Schedule 13G.

Each of the Reporting Persons hereby disclaims any beneficial ownership of any such Shares.

The percentages used in this Item 4 are calculated based upon 2,065,586 Shares outstanding as of November 14, 2014, as reported in the Issuer's Form 10-K filed on November 24, 2014. Beneficial ownership information is presented as of December 31, 2014.

A. OZII

(a) Amount beneficially owned:

0

(b) Percent of class:

0.00%

(c) Number of Shares as to which the person has:

- (i) Sole power to vote or to direct the vote 0.
- (ii) Shared power to vote or to direct the vote 0.
- (iii) Sole power to dispose or to direct the disposition of 0.
- (iv) Shared power to dispose or to direct the disposition of 0.

**B. OZCHII**

(a) Amount beneficially owned:

0

(b) Percent of class:

0.00%

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(c) Number of Shares as to which the person has:

(i) Sole power to vote or to direct the vote 0.

(ii) Shared power to vote or to direct the vote 0.

(iii) Sole power to dispose or to direct the disposition of 0.

(iv) Shared power to dispose or to direct the disposition of 0.

C. OZ

(a) Amount beneficially owned:

0

(b) Percent of class:

0.00%

(c) Number of Shares as to which the person has:

(i) Sole power to vote or to direct the vote 0.

(ii) Shared power to vote or to direct the vote 0.

(iii) Sole power to dispose or to direct the disposition of 0.

(iv) Shared power to dispose or to direct the disposition of 0.

D. OZHC

(a) Amount beneficially owned:

0

(b) Percent of class:

0.00%

(c) Number of Shares as to which the person has:

- (i) Sole power to vote or to direct the vote 0.
- (ii) Shared power to vote or to direct the vote 0.
- (iii) Sole power to dispose or to direct the disposition of 0.
- (iv) Shared power to dispose or to direct the disposition of 0.

E. OZM

(a) Amount beneficially owned:

0

(b) Percent of class:

0.00%

(c) Number of Shares as to which the person has:

- (i) Sole power to vote or to direct the vote 0.
- (ii) Shared power to vote or to direct the vote 0.
- (iii) Sole power to dispose or to direct the disposition of 0.
- (iv) Shared power to dispose or to direct the disposition of 0.

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F. Daniel S. Och

(a) Amount beneficially owned:

0

(b) Percent of class:

0.00%

(c) Number of Shares as to which the person has:

(i) Sole power to vote or to direct the vote 0.

(ii) Shared power to vote or to direct the vote 0.

(iii) Sole power to dispose or to direct the disposition of 0.

(iv) Shared power to dispose or to direct the disposition of 0.

G. MDP2

(a) Amount beneficially owned:

0

(b) Percent of class:

0.00%

(c) Number of Shares as to which the person has:

(i) Sole power to vote or to direct the vote 0.

(ii) Shared power to vote or to direct the vote 0.

(iii) Sole power to dispose or to direct the disposition of 0.

(iv) Shared power to dispose or to direct the disposition of 0.

ITEM 5. OWNERSHIP OF FIVE PERCENT OF LESS OF A CLASS.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

See Item 4.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON.

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMEBRS OF THE GROUP.

See Item 4.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

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ITEM 10. CERTIFICATIONS. (if filing pursuant to Rule 13d-1(c))

Each of the Reporting Persons hereby makes the following certification:

By signing below each Reporting Person certifies that to the best of its or his knowledge or belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the Issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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CUSIP No. 08986R101

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: February 17, 2015

OZ MANAGEMENT LP

By: Och-Ziff Holding Corporation its general partner

By: /s/ Daniel S. Och  
Daniel S. Och  
Chief Executive Officer

OZ MANAGEMENT II LP

By: Och-Ziff Holding II LLC, its general partner

By: /s/ Daniel S. Och  
Daniel S. Och  
Chief Executive Officer

OCH-ZIFF HOLDING CORPORATION

By: /s/ Daniel S. Och  
Daniel S. Och  
Chief Executive Officer

OCH-ZIFF HOLDING II LLC

By: /s/ Daniel S. Och  
Daniel S. Och  
Chief Executive Officer

OCH-ZIFF CAPITAL MANAGEMENT GROUP LLC

By: /s/ Daniel S. Och  
Daniel S. Och  
Chief Executive Officer

DANIEL S. OCH

By: /s/ Daniel S. Och  
Daniel S. Och

OZ DOMESTIC PARTNERS II, L.P.

By: OZ Management II LP, its investment manager

By: Och-Ziff Holding II LLC, its general partner

By: /s/ Daniel S. Och  
Daniel S. Och  
Chief Executive Officer