



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

DIVISION OF  
CORPORATION FINANCE

August 15, 2013

Via E-mail  
Sardar Biglari  
Chairman and Chief Executive Officer  
Biglari Holdings Inc.  
17802 IH 10 West, Suite 400  
San Antonio, TX 78257

**Re: Biglari Holdings Inc.  
Amendment No. 3 to Registration Statement on Form S-3  
Filed July 19, 2013  
File No. 333-186452  
and Documents Incorporated by Reference  
File No. 000-08445**

Dear Mr. Biglari:

We have reviewed your response to our letter to you dated August 1, 2013 and have the following additional comment.

Recent Developments, page 12

Derivative Litigation, page 14

1. Please revise to disclose the specific claims and relief sought related to this offering. Refer to Item 103 of Regulation S-K.

Sardar Biglari  
Biglari Holdings Inc.  
August 15, 2013  
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You may contact Aamira Chaudhry at (202) 551-3389 or Lyn Shenk at (202) 551-3380 if you have questions regarding comments on the financial statements and related matters. Please contact John Dana Brown at (202) 551-3859 or me at (202) 551-3642 with any other questions.

Sincerely,

/s/ Loan Lauren P. Nguyen

Loan Lauren P. Nguyen  
Special Counsel

cc: Michael Nidel, Esq.  
Olshan Frome Wolosky LLP