

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

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
§ 240.13d-2(a)

(Amendment No. 2)¹

CCA INDUSTRIES, INC.
(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

124867102
(CUSIP Number)

Sardar Biglari
Biglari Holdings Inc.
175 East Houston Street, Suite 1300
San Antonio, Texas 78205
(210) 344-3400

with copies to:

Steven Wolosky, Esq.
Olshan Grundman Frome Rosenzweig & Wolosky LLP
Park Avenue Tower
65 East 55th Street
New York, New York 10022
(212) 451-2300
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

April 1, 2011
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

¹ 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 disclosures provided in a prior cover page.

The information required on 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*).

1	NAME OF REPORTING PERSON Sardar Biglari	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 776,259
	8	SHARED VOTING POWER -0-
	9	SOLE DISPOSITIVE POWER 776,259
	10	SHARED DISPOSITIVE POWER -0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 776,259	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 12.8%	
14	TYPE OF REPORTING PERSON IN	

1	NAME OF REPORTING PERSON Biglari Holdings Inc.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Indiana	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 776,259
	8	SHARED VOTING POWER -0-
	9	SOLE DISPOSITIVE POWER 776,259
	10	SHARED DISPOSITIVE POWER -0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 776,259	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 12.8%	
14	TYPE OF REPORTING PERSON CO	

1	NAME OF REPORTING PERSON Biglari Capital Corp.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Texas	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 388,129
	8	SHARED VOTING POWER -0-
	9	SOLE DISPOSITIVE POWER 388,129
	10	SHARED DISPOSITIVE POWER -0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 388,129	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.4%	
14	TYPE OF REPORTING PERSON CO	

1	NAME OF REPORTING PERSON The Lion Fund, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 388,129
	8	SHARED VOTING POWER -0-
	9	SOLE DISPOSITIVE POWER 388,129
	10	SHARED DISPOSITIVE POWER -0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 388,129	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.4%	
14	TYPE OF REPORTING PERSON PN	

1	NAME OF REPORTING PERSON Philip L. Cooley	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER -0-
	8	SHARED VOTING POWER -0-
	9	SOLE DISPOSITIVE POWER -0-
	10	SHARED DISPOSITIVE POWER -0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -0-	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%	
14	TYPE OF REPORTING PERSON IN	

The following constitutes Amendment No. 2 ("Amendment No. 2") to the Schedule 13D filed by the undersigned. Such Schedule 13D is hereby amended as follows:

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended and restated to read as follows:

The aggregate purchase price (including commissions) of the 388,130 Shares owned directly by BH is approximately \$2,141,653.93. Such Shares were acquired with the working capital of BH (which may include margin loans made by brokerage firms in the ordinary course of business).

The aggregate purchase price (including commissions) of the 388,129 Shares owned directly by the Lion Fund is approximately \$2,141,648.85. Such Shares were acquired with the working capital of the Lion Fund (which may include margin loans made by brokerage firms in the ordinary course of business).

None of the persons listed on Schedule A annexed to the Schedule 13D currently beneficially own any Shares.

Item 4. Purpose of Transaction.

Item 4 is hereby amended to add the following:

On April 1, 2011, BH delivered to the Issuer a letter demanding, pursuant to Section 220 of the Delaware General Corporation Law, inspection of certain of the Issuer's Books and Records (as defined therein) relating to, without limitation, the compensation arrangements and agreements between the Issuer to each of Ira W. Berman and David Edell in effect in 2010 and 2011 and the Issuer's Employment Agreements entered into on March 21, 2011 with Dunnan Edell, Stephen A. Heit and Drew Edell (the "Books and Records Demand"). The purpose of the Books and Records Demand is to allow BH to gather further information regarding potential breaches by the Issuer's directors of their fiduciary duties to the Issuer and its stockholders with respect to the approval of the compensation arrangements and agreements referenced above and to evaluate the independence of the directors designated as such in the Issuer's public filings, and in particular the independence of the members of the Issuer's Compensation Committee.

A copy of the Books and Records Demand is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended and restated to read as follows:

(a-e) The aggregate percentage of Shares reported owned by the Reporting Persons is based upon 6,086,740 Shares outstanding, which is the total number of Shares outstanding as of February 25, 2011, as reported in the Issuer's Annual Report on Form 10-K for the fiscal year ended November 30, 2010 filed with the Securities and Exchange Commission on February 28, 2011.

As of the close of business on the date hereof, BH owned directly 388,130 Shares, constituting approximately 6.4% of the Shares outstanding. By virtue of the relationships with BH discussed in further detail in Item 2, Sardar Biglari may be deemed to beneficially own the Shares owned by BH.

As of the close of business on the date hereof, the Lion Fund owned directly 388,129 Shares, constituting approximately 6.4% of the Shares outstanding. By virtue of the relationships with the Lion Fund discussed in further detail in Item 2, each of BCC, BH and Sardar Biglari may be deemed to beneficially own the Shares owned by the Lion Fund.

An aggregate of 776,259 Shares, constituting approximately 12.8% of the Shares outstanding, are reported by the Reporting Persons in this statement.

None of Sardar Biglari, Philip L. Cooley or any person set forth on Schedule A annexed to the Schedule 13D directly owns any Shares as of the date hereof.

Schedule B annexed hereto lists all transactions in securities of the Issuer by (i) the Reporting Persons and (ii) each of the executive officers and directors of BH since the filing of Amendment No. 1 to the Schedule 13D. All of such transactions were effected in the open market, unless otherwise noted.

By virtue of his relationships with the other Reporting Persons discussed in further detail in Item 2, Sardar Biglari may be deemed to have the sole power to vote and dispose of the Shares owned directly by BH and the Lion Fund.

No person other than the Reporting Persons is known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, the Shares.

Each of the Reporting Persons, as a member of a “group” with the other Reporting Persons for purposes of Rule 13d-5(b)(1) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), may be deemed to beneficially own the Shares owned by the other Reporting Persons. The filing of this Schedule 13D shall not be deemed an admission that any of the Reporting Persons is, for purposes of Section 13(d) of the Exchange Act, the beneficial owner of any Shares he or it does not directly own. Each of the Reporting Persons specifically disclaims beneficial ownership of the Shares reported herein that he or it does not directly own.

Item 7. Material to be Filed as Exhibits.

Item 7 is hereby amended to add the following exhibit:

99.1 Books and Records Demand, dated April 1, 2011.

SIGNATURE

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

April 1, 2011

(Date)

BIGLARI HOLDINGS INC.

By: /s/ Sardar Biglari

Name: Sardar Biglari

Title: Chairman and Chief Executive Officer

BIGLARI CAPITAL CORP.

By: /s/ Sardar Biglari

Name: Sardar Biglari

Title: Chairman and Chief Executive Officer

THE LION FUND, L.P.

By: BIGLARI CAPITAL CORP., its General Partner

By: /s/ Sardar Biglari

Name: Sardar Biglari

Title: Chairman and Chief Executive Officer

/s/ Sardar Biglari

SARDAR BIGLARI

/s/ Philip L. Cooley

PHILIP L. COOLEY

Schedule B**Transactions in the Securities of the Issuer since the filing of Amendment No. 1 the Schedule 13D**

<u>Class of Security</u>	<u>Securities Purchased</u>	<u>Price Per Share (\$)</u>	<u>Date of Purchase</u>
	<u>BIGLARI HOLDINGS INC.</u>		
Common Stock	4,152	5.7999	3/10/2011
	<u>THE LION FUND, L.P.</u>		
Common Stock	4,151	5.7999	3/10/2011

BIGLARI HOLDINGS INC.
175 EAST HOUSTON STREET, SUITE 1300
SAN ANTONIO, TEXAS 78205
TELEPHONE (210) 344-3400
FAX (210) 344-3411

April 1, 2011

VIA FACSIMILE AND OVERNIGHT DELIVERY

CCA Industries, Inc.
200 Murray Hill Parkway,
East Rutherford, New Jersey 07073
Attn: Corporate Secretary

Dear Sir or Madam:

Biglari Holdings Inc. ("Biglari") is the beneficial owner of 388,130 shares (the "Shares") of common stock, par value \$0.01 (the "Common Stock"), of CCA Industries, Inc., a Delaware corporation (the "Company"), 1,000 shares of which Biglari held of record as of the close of business on April 1, 2011.

For purposes of this letter, the term "Books and Records" means all documents and other nonverbal methods of information storage of any nature whatsoever referring or relating to the listed topic, including, but not limited to, memoranda, board minutes, telephone records, diaries, data compilations, emails and other correspondence authored by or received by any of the Company's directors, officers or other employees. As Biglari hereby demands, pursuant to Section 220 of the Delaware General Corporation Law (the "DGCL"), during the usual hours for business, to inspect the following books, records and documents of the Company and to make copies or extracts therefrom:

- (a) All Books and Records referring or relating to the compensation arrangements between the Company to each of Ira W. Berman and David Edell (together, the "Founders") in effect in 2010 and 2011, including all agreements with the Founders.
 - (b) All Books and Records referring or relating to the Company's Change of Control Agreements entered into on March 15, 2011 with each of the Founders (together the "COC Agreements"). The COC Agreements were described in the Company's Form 8-K filed with the United States Securities and Exchange Commission on or about March 17, 2011.
 - (c) All Books and Records referring or relating to the Company's Employment Agreements entered into on March 21, 2011 (together, the "Employment Agreements") with Dunnan Edell, Stephen A. Heit, and Drew Edell (together, the "Executives"). The Employment Agreements were described in the Company's Form 8-K filed with the United States Securities and Exchange Commission on or about March 21, 2011.
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(d) All Books and Records relating to the negotiation of the compensation packages awarded the Founders, the COC Agreements, and the Employment Agreements, (separately and collectively, the “Executive Compensation Agreements”) in 2010 and 2011, including, without limitation all board and committee records regarding any consideration of the Executive Compensation Agreements and any material considered by any director to determine the fairness of any of these agreements.

(e) All Books and Records regarding any actual or potential review of the Executive Compensation Agreements by any outside consultants, including, without limitation, all material relating to the selection of any outside consultant, any engagement agreement with any outside consultant, any communications between the outside consultant and any director, and any draft or final report.

(f) All Books and Records regarding any consulting services rendered, or to be rendered, by David Edell or Ira Berman to the Company since January 1, 2011.

(g) All Books and Records referring or relating to the activities or operation of the Compensation Committee of the board of directors of the Company (the “Compensation Committee”), including but not limited to the appointment of the members of the Compensation Committee and actions taken by the Compensation Committee in connection with the approval of the compensation packages awarded to each of the Founders and the Executives and the approval of the Company’s entry into the COC Agreements and the Employment Agreements.

(h) All Books and Records referring or relating to the determination by the board of directors of the Company of the independence of the Company’s directors designated as such in the Company’s public filings.

(i) All Books and Records referring or relating to any prior, current or future relationship between, on the one hand, any of the Company’s Founders, and, on the other hand, any person who currently serves or served within the past twelve months as a member of the Board. For the avoidance of doubt, the term “relationship” should be interpreted in the broadest sense possible, to include, but not be limited to, business, personal, professional and social interactions, contacts, or communications between the relevant persons.

- (j) Correct and complete copies of all director and officer questionnaires completed by each director and director nominee for director since January 1, 2008.
- (k) A correct and complete copy of the charter, as amended to date, of the Compensation Committee.
- (l) A correct and complete copy of the bylaws, as amended to date, of the Company.

Biglari will bear the reasonable costs incurred by the Company in connection with the production of the information demanded.

Biglari is concerned about numerous aspects of the compensation packages recently awarded by the Company to the Founders and Executives. David Edell and Ira W. Berman were the two founding members of the Company. A review of publicly-available information confirms that the Founders effectively control the Company through their ownership of supervoting shares. As holders of 100% of the Company's Class A Common Stock, the Founders are entitled to elect four of the seven members to the Company's board of directors. Through their control of the Board, the Founders also control the nominating process by which other directors are selected. For example, Duncan Edell, a son of one Founder, is also a director, elected by the Class B Common Stock. Two of the Executives, Dunnan Edell and Drew Edell, are children of David Edell.

The compensation packages of the Founders and Executives are excessive by any standard and contain numerous unconventional provisions, including substantial guaranteed payments following termination, change of control and even death. While the Company reported that the Founders, ages 79 and 78, respectively, retired upon the expiration of their then existing employment agreements on December 31, 2010, the Founders have continued as consultants for a five-year term. It is unclear what, if any, services the Founders are required to provide in consideration of the extraordinary payments they are to receive as consultants. The Founders will continue to receive consideration equal to 50% of their annual base salary, bonus and other benefits that they received in 2010, or approximately \$660,000 per year, making the Founders the most highly compensated individuals by the Company even in their retirement. In addition, each Founder's consulting fee will increase six percent per year for each successive year of the consulting term. The Board has recently granted single trigger change of control agreements to the Founders (the "COC Agreements"). The single trigger events include a change in the majority of the Board by shareholder action (as opposed to through nominees put forward by the incumbent Board). Should a change of control occur for purposes of the COC Agreements during the consulting term, the Founders will no longer have to provide consulting services, but will nevertheless be entitled to a guaranteed lump sum payment equal to all consulting fees from the date of occurrence of the Change of Control through the end of the five year consulting term.

The Employment Agreements of Duncan and Drew Edell, as well as Mr. Heit, provide for extended severance benefits equal to three times the respective Executive's annual base salary in the event he is terminated without cause and, in certain circumstances, in connection with a change of control. As with the Founders, even in the event of the disability or death of any of the Executives, the Executives (or his estate or beneficiaries) would be entitled to receive a lump sum payment equal to the Executive's base salary plus the value of the highest bonus earned by him in the preceding one-year period, pro-rated for the number of days served in that fiscal year. The Employment Agreements even provide that upon non-renewal at the end of the three-year term, the Executive will receive a lump sum payment equal to three times his average base salary over the prior three years.

Taken together, the compensation paid to the Founders and Executives represented approximately 97% and 40% of the Company's EBITDA in fiscal years ended November 2010 and 2009, respectively (in each case, EBITDA has been adjusted to reflect the compensation paid to the Founders and Executives and, with respect to 2010, to exclude the non-recurring Advertising Litigation Expense reported in the Company's Statement of Operations for the Fiscal Year ended November 30, 2011). Moreover, compensation paid to the Founders and Executives in fiscal 2010 and 2009 represented approximately 13% and 18%, respectively, of the \$29.3 million and \$21.8 million implied market capitalization of the Company's equity securities, less cash and cash equivalents held by the Company, as of November 30, 2010 and 2009, respectively. The recent actions of the board of directors of the Company have perpetuated these trends. The Company reported in its Annual Report on Form 10-K with respect to the Fiscal Year ended November 30, 2010 that it will be obligated to pay more than \$9.0 million dollars in the aggregate over the next five years to the Founders and Executives.

In light of the foregoing, the Company's decision to enter into COC Agreements and Employment Agreements cannot be the product of rational or disinterested corporate decision-making, but instead appears to represent disguised dividends to control shareholders, or alternatively, an entrenchment program that renders removal of the Founder's designees cost-prohibitive, notwithstanding their approximate 20% equity interest in the Company. The purpose of the demand set forth above is to allow Biglari (i) to determine whether the directors of the Company have breached their fiduciary duties to the Company and its stockholders with respect to the approval of the COC Agreements and Employment Agreements and the compensation arrangements now in place between the Company and the Founders and Executives, and (ii) to evaluate the independence of the directors designated as such in the Company's public filings, and in particular the independence of the members of the Compensation Committee.

Biglari hereby designates and authorizes Steve Wolosky and Thomas J. Fleming of Olshan Grundman Frome Rosenzweig & Wolosky LLP, and any other persons designated by them, acting singly or in any combination, to conduct the inspection and copying herein requested. It is requested that the information identified above be made available to the designated parties by April 11, 2011.

Pursuant to Section 220 of the DGCL, you are required to respond to this demand within five business days of the date hereof. Accordingly, please advise Mr. Wolosky at (212) 451-2333 as promptly as practicable within the requisite timeframe, when the items requested above will be made available to Biglari. If the Company contends that this demand is incomplete or is otherwise deficient in any respect, please notify Biglari immediately in writing, with a copy to Mr. Wolosky, facsimile (212) 451-2222, setting forth the facts that the Company contends support its position and specifying any additional information believed to be required. In the absence of such prompt notice, Biglari will assume that the Company agrees that this demand complies in all respects with the requirements of the DGCL. Biglari reserves the right to withdraw or modify this demand at any time.

Very truly yours,

Biglari Holdings Inc.

By: /s/ Sardar Biglari
Sardar Biglari
Chairman and Chief Executive Officer

April 1, 2011
Page 6

State of Texas)
) ss:
County of Bexar)

SARDAR BIGLARI, being sworn, states: I executed the foregoing letter, and the information and facts stated therein regarding Biglari Holdings Inc.'s ownership and the purpose of this demand for inspection are true and correct. Such inspection is reasonably related to Biglari Holdings Inc.'s interest as a stockholder and is not desired for a purpose which is in the interest of a business or object other than the business of CCA Industries, Inc.

Dated: April 1, 2011

/s/ Sardar Biglari

Sardar Biglari

SWORN TO AND SUBSCRIBED

before me this 1st day of April, 2011

/s/

NOTARY PUBLIC