

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): July 1, 2009

CRACKER BARREL OLD COUNTRY STORE, INC.

Tennessee
(State or Other Jurisdiction
of Incorporation)

0-25225
(Commission File Number)

62-1749513
(I.R.S. Employer
Identification No.)

305 Hartmann Drive, Lebanon, Tennessee 37087

(615) 444-5533

Check the appropriate box if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- 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))
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Item 7.01. Regulation FD Disclosure.

On July 1, 2009, Cracker Barrel Old Country Store, Inc. issued the press release that is furnished as Exhibit 99.1 to this Current Report on Form 8-K and that is incorporated by reference into this Item announcing that it had closed the sale-leaseback of its retail distribution center and 14 of its store locations, with a 15th store expected to close on or before July 31, 2009.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

See Exhibit Index immediately following signature page.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: July 1, 2009

CRACKER BARREL OLD COUNTRY STORE, INC.

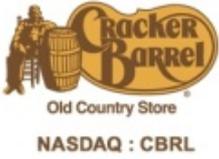
By: /s/ N.B. Forrest Shoaf
Name: N.B. Forrest Shoaf
Title: Senior Vice President, Secretary
and Chief Legal Officer

EXHIBIT INDEX

Exhibit No.

Description

99.1 Press Release issued by Cracker Barrel Old Country Store, Inc. dated July 1, 2009 (furnished only)



POST OFFICE BOX 787
LEBANON, TENNESSEE
37088-0787

Investor Contact: Barbara A. Gould
(615) 235-4124

Media Contact: Julie K. Davis
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**CRACKER BARREL OLD COUNTRY STORE, INC. ANNOUNCES
COMPLETION OF SALE-LEASEBACK TRANSACTIONS**

LEBANON, Tenn. – July 1, 2009 – Cracker Barrel Old Country Store, Inc. (“Cracker Barrel,” or the “Company”) (Nasdaq: CBRL) today announced the closing of the sale-leaseback of its retail distribution center and fourteen of its store locations, with a fifteenth expected to close on or before July 31st. The transactions are expected to produce aggregate gross proceeds of approximately \$57.6 million, consisting of \$12.4 million relating to the distribution center and slightly more than three million dollars for each of the 15 store locations. The sale-leaseback transactions were the result of a competitive bidding process.

Commenting on the transactions, Cracker Barrel Chairman, President and Chief Executive Officer Michael A. Woodhouse said, “We are pleased that these transactions, essentially completed a month ahead of schedule, generated proceeds within the initial estimated range first announced in February, especially considering the recent volatility of the real estate market.” The Company indicated that the net proceeds of the transactions will be used to reduce outstanding debt, as previously announced.

About Cracker Barrel

Cracker Barrel Old Country Store[®] restaurants provide a friendly home-away-from-home in their old country stores and restaurants. Guests are cared for like family while relaxing and enjoying real home-style food and shopping that’s surprisingly unique, genuinely fun and reminiscent of America’s country heritage...all at a fair price. The restaurant serves up delicious, home-style country food such as meatloaf and homemade chicken n’ dumplins as well as its signature biscuits using an old family recipe. The authentic old country retail store is fun to shop and offers unique gifts and self-indulgences.

Headquartered in Lebanon, Tennessee, Cracker Barrel Old Country Store, Inc. was established in 1969 and operates 588 company-owned locations in 41 states. Every Cracker Barrel unit is open seven days a week with hours Sunday through Thursday, 6 a.m. – 10 p.m., and Friday and Saturday, 6 a.m. - 11 p.m. For more information, visit: crackerbarrel.com.

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