

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

SCHEDULE 14A

**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 Pursuant to §240.14a-12

Cracker Barrel Old Country Store, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(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:

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

(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):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

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.

(1) Amount Previously Paid:

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

(3) Filing Party:

(4) Date Filed:

Cracker Barrel Old Country Store, Inc. (the "Company") used the following presentation at the Wells Fargo 2013 Retail & Restaurants Summit beginning on October 1, 2013. This presentation was also posted to the Company's "Proxy Contest" webpage on the Company's website at <http://investor.crackerbarrel.com>.



Old Country Store

**Wells Fargo
2013 Retail & Restaurants Summit
October 1, 2013**



Safe Harbor statement

Cracker Barrel Old Country Store, Inc. ("Cracker Barrel" or the "Company") urges caution in considering current trends and earnings guidance disclosed in this presentation. Except for specific historical information, matters discussed in this presentation are forward looking statements that involve risks, uncertainties and other factors that may cause actual results and performance of the Company to differ materially from those expressed or implied in this discussion. All forward-looking information is provided pursuant to the safe harbor established under the Private Securities Litigation Reform Act of 1995.

More detailed information on risks, uncertainties, and other factors is provided in the Company's filings with the U.S. Securities and Exchange Commission (the "SEC"), press releases and other communications.



Important Additional Information

Cracker Barrel, its directors and certain of its executive officers may be deemed to be participants in the solicitation of proxies from Cracker Barrel shareholders in connection with the matters to be considered at Cracker Barrel's 2013 Annual Meeting. Cracker Barrel has filed a preliminary proxy statement with the U.S. Securities and Exchange Commission (the "SEC") in connection with the solicitation of proxies from Cracker Barrel shareholders for the 2013 Annual Meeting. When completed, a definitive proxy statement and a form of proxy will be mailed to Cracker Barrel shareholders. **INVESTORS AND SHAREHOLDERS ARE STRONGLY ENCOURAGED TO READ THE PRELIMINARY PROXY STATEMENT, THE DEFINITIVE PROXY STATEMENT AND ACCOMPANYING WHITE PROXY CARD WITH RESPECT TO THE 2013 ANNUAL MEETING, AND OTHER DOCUMENTS FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE AS THEY WILL CONTAIN IMPORTANT INFORMATION.** Detailed information regarding the identity of potential participants, and their direct or indirect interests, by security holdings or otherwise, is set forth in the proxy statement and other materials to be filed with the SEC in connection with Cracker Barrel's 2013 Annual Meeting. Information regarding the direct and indirect beneficial ownership of Cracker Barrel's directors and executive officers in Cracker Barrel securities is set forth in the proxy statement and other materials to be filed with the SEC in connection with Cracker Barrel's 2013 Annual Meeting. Shareholders will be able to obtain the proxy statement, any amendments or supplements to the proxy statement and other documents filed by Cracker Barrel with the SEC for no charge at the SEC's website at www.sec.gov. Copies will also be available at no charge at the Investor Relations section of our corporate website at www.crackerbarrel.com.

This presentation contains excerpts from certain previously published material. Unless otherwise indicated, consent of the author and publication to use the material as proxy soliciting material has not been sought or obtained.



A truly unique brand and experience

- Highly differentiated concept providing wholesome connections to our guests
- Our 624 old-fashioned country stores welcome 215 million guests a year
- Approximately \$2.6B in annual revenues with roughly 20% coming from our retail business
- Welcome break for travelers across 42 states...travelers make up approximately 40% of our business





Quality ingredients hand-crafted with care

- USDA Grade AA real butter
- Florida orange juice
- Oven roasted turkey breasts
- Sugar cured ham steaks
- Arabica coffee beans
- USDA domestic ground beef
- Russet Burbank potatoes
- Grade A pure sour cream
- USDA Choice chuck roast 1/2" thick
- Whole hog smoked sausage
- USDA choice country fried steak
- Grade A farm fresh eggs
- USDA inspected chicken tenderloins
- USDA Grade AA real butter
- Trans Fat and cholesterol free vegetable oil
- Farm raised rainbow trout



- Dumplins hand-rolled daily
- Wild Maine blueberries
- Freshly brewed iced tea
- Real mashed potatoes
- Scratch biscuits with real buttermilk
- Natural Colby cheese
- Real Half & Half
- All natural vanilla bean ice cream
- Biscuit steak cut from the tenderloin
- Long-cured country ham
- Wild caught North Atlantic Haddock and Cod
- Farm raised domestic catfish
- Westminster Thin Square™ crackers
- Stewart's™ Root Beer and Orange n' Cream Soda
- Earl Grey™ decaffeinated tea
- Twining™ Darjeeling tea
- Dickinson's™ preserves and jam
- Hickory smoked thick sliced bacon





Retail is integral to the Cracker Barrel experience

- The experience begins with rockers on the front porch... which are also the top seller
- The retail shop doubles as a guest waiting area...and produces sales per square foot of approximately \$400 and gross margins around 50%
- Emphasis on nostalgic and unique merchandise with a large selection of items under \$20
 - Apparel
 - Branded Food
 - Toys and Games
 - Music





We've been successful delivering the guest experience

TECHNOMIC

Winner in Food and Beverage category among all full service chains - *Technomic's inaugural Chain Restaurant Consumers' Choice Awards*

#1 Family Dining Restaurant and Top Honors in Food Quality, Service, Cleanliness, Menu Variety, Atmosphere, Reputation, Craveability, Likely to Return and Likely to Recommend - *Nation's Restaurant News, Consumer Picks 2013 National Survey*



"Best Breakfast" among Family Dining Chains - *Zagat's 2010 & 2011 Consumer Surveys*

ZAGAT

Top of the Full-Service Restaurants in Casual and Family Dining - *Consumer Brand Metrics Program, Technomic, Inc.*

Top "Family Dining" Chain for 19 Consecutive Years in "Choice in Chains" Annual Consumer Survey - *Restaurants & Institutions Magazine*



FORTUNE

"America's Most Admired Companies" for the food service industry 12 consecutive years - *Fortune*

Best National Restaurant Chain in Readers' Choice awards - *Packaged Travel Insider*

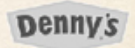
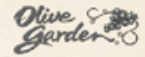
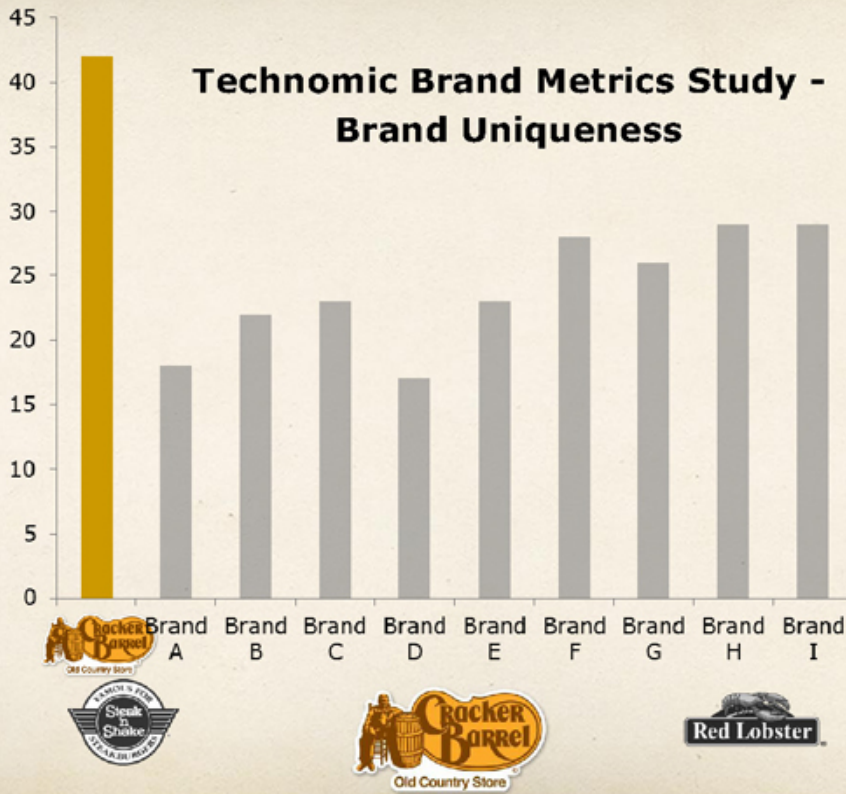


Gold Award - *Courier Magazine's Favorite Group Friendly Restaurant - NTA Tour Operators*



Standing out in a sea of sameness


Cracker Barrel is perceived to be more unique than its competitors



-Source: Technomic Consumer Brand Metrics Study - Q1 2011 - 2013; * Brands include: Cracker Barrel, Applebee's, Bob Evans, Chili's, Denny's, IHOP, Olive Garden, Outback, Red Lobster, Steak n' Shake; Rating significantly lower than Cracker Barrel at the 95% level of confidence



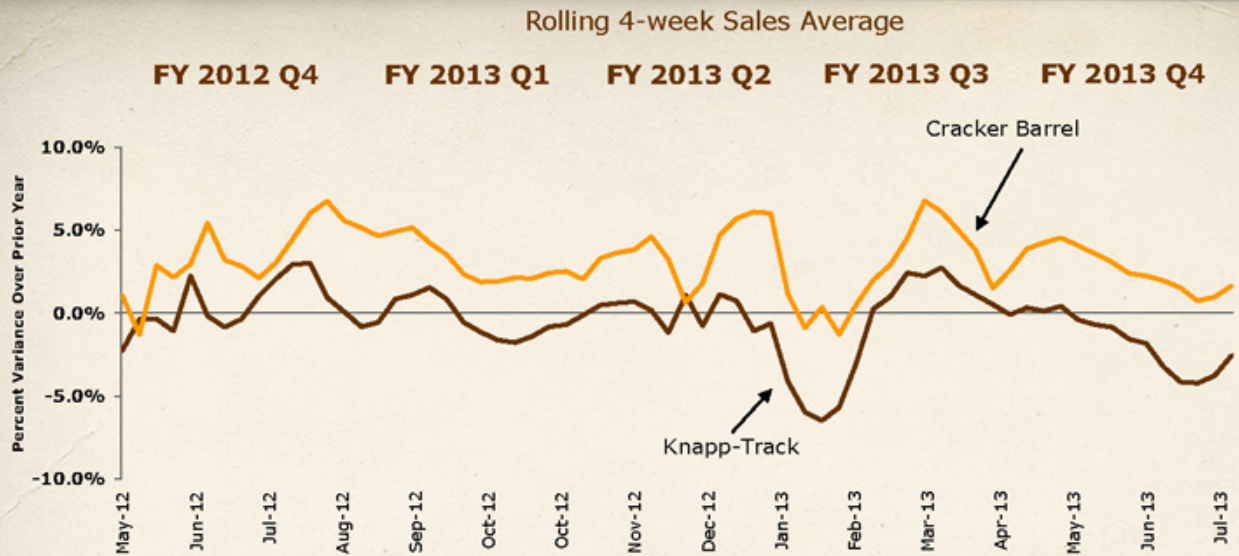
Leader in eight of ten categories

			Brand A	Brand B	Brand C	Brand D	Brand E	Brand F	Brand G	Brand H	Brand I
	Rank	%	%	%	%	%	%	%	%	%	%
Menu Variety	1 st	65	50*	56*	51*	52*	55*	57*	53*	63	49*
Availability of Healthy Options	1 st	53	46*	48*	40*	40*	43*	49*	43*	48*	28*
Welcoming, comfortable atmosphere	1 st	71	54*	59*	55*	46*	50*	65*	66*	65*	50*
Kid-friendly	1 st	63	45*	51*	45*	47*	52*	47*	43*	44*	50*
Portion for price paid	1 st	66	54*	57*	53*	52*	52*	60*	55*	58*	50*
Ability to provide value through high-quality menu items	1 st	59	44*	50*	45*	40*	43*	51*	51*	53*	44*
Prices relative to other, similar restaurants	1 st	57	42*	44*	39*	41*	40*	43*	40*	41*	42*
Food Quality	1 st	73	58*	63*	50*	51*	57*	69*	70	73	57*
Food Taste & Flavor	2 nd	72	59*	65*	62*	53*	59*	70	72	75	61*
Pleasant, Friendly Service	2 nd	76	67*	73	69*	64*	64*	74	77	76	67*

Source: Technomic Consumer Brand Metrics Study Q1 2011 – Q1 2013; * Brands include: Cracker Barrel, Applebee's, Bob Evans, Chili's, Denny's, IHOP, Olive Garden, Outback, Red Lobster, Steak n' Shake. *Rating significantly lower than Cracker Barrel at the 95% level of confidence. (Base: approx. 930 respondents per chain)



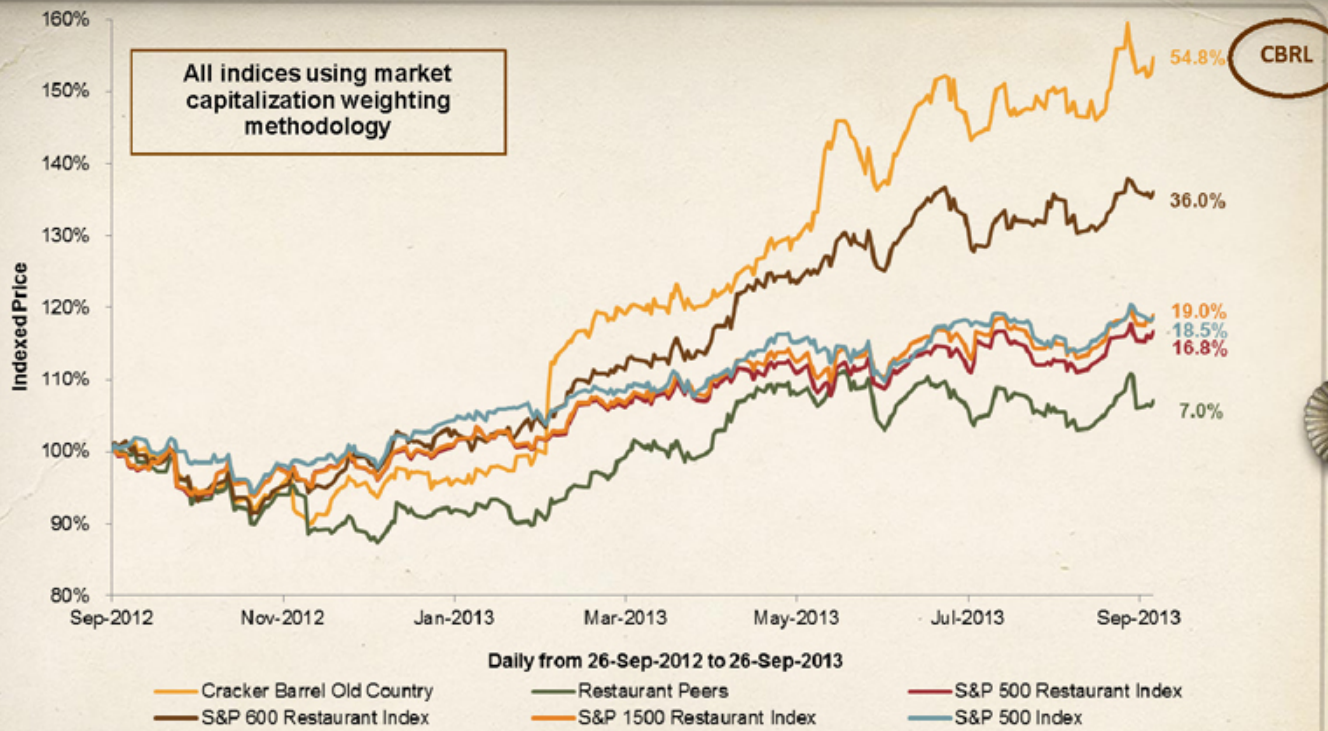
Consistently beating Knapp-Track™ Casual Dining



- Seventh quarter of positive Same Store traffic growth
- 26 out of the last 29 quarters we have outperformed the Knapp Track Casual Dining Index



CBRL relative performance



Source: Bloomberg as of 18-Jun-2013

Note: Restaurant Peers includes BH, BOBE, EAT, CAKE, DRI, DENN, RT, TXRH. S&P 500 Restaurant Index includes the restaurant companies in the S&P 500 Index: CMG, DRI, MCD, SBUX, YUM. S&P 600 Restaurant Index includes the restaurant companies in the S&P 600 Index: BJRI, BH, BWLD, CEC, CBRL, DIN, JACK, PZZA, RRGB, RT, RUTH, SONC, TXRH. S&P 1500 Restaurant Index includes the restaurant companies in the S&P 1500 Index: BJRI, BH, BOBE, EAT, BWLD, CEC, CAKE, CMG, CBRL, DRI, DIN, DPZ, JACK, MCD, PNRA, PZZA, RRGB, RT, RUTH, SONC, SBUX, TXRH, WEN, YUM.



Since 1969, our mission has been Pleasing People®

AN OUTSTANDING
EMPLOYEE
EXPERIENCE



AN OUTSTANDING
GUEST
EXPERIENCE



IMPROVED
SALES
& TRAFFIC



ENHANCE THE CORE

Grow same store sales with **menu** development and retail **merchandise** that meet guests' evolving needs and reinforce the brand

Maintain our marketing **message** of quality and value and deliver a consistent guest experience while improving **margin**

EXPAND THE FOOTPRINT

Evolve the store prototype to increase **new unit profitability**

Moderate new store growth with a continued focus on **best locations** and **consistent execution**

EXTEND THE BRAND

Extend the **power of the Cracker Barrel** brand beyond the physical stores

Create **long-term value** through new revenue streams



Business priorities for FY 2014

- 1 Focus on Better-for-You **menu** additions and reinforce Everyday Value

 - Introduce better-for-you menu items with our Wholesome Fixin's program launch
 - Increase value proposition with menu and process adjustments designed to increase overall guest satisfaction while maintaining our affordable price points
- 2 Continue **messaging** in support of the brand, menu, and merchandise

 - Continue "Handcrafted" marketing campaign with additional national television during the first quarter to support the Wholesome Fixin's launch
- 3 Drive retail sales with quality, depth, and breadth of the **merchandise** assortment

 - Increase the quality and number of themes
 - Create consistency with promotions and inventory pipeline to smooth the sales curve
- 4 Focus on improving operations and **margins** by applying technology and process improvements

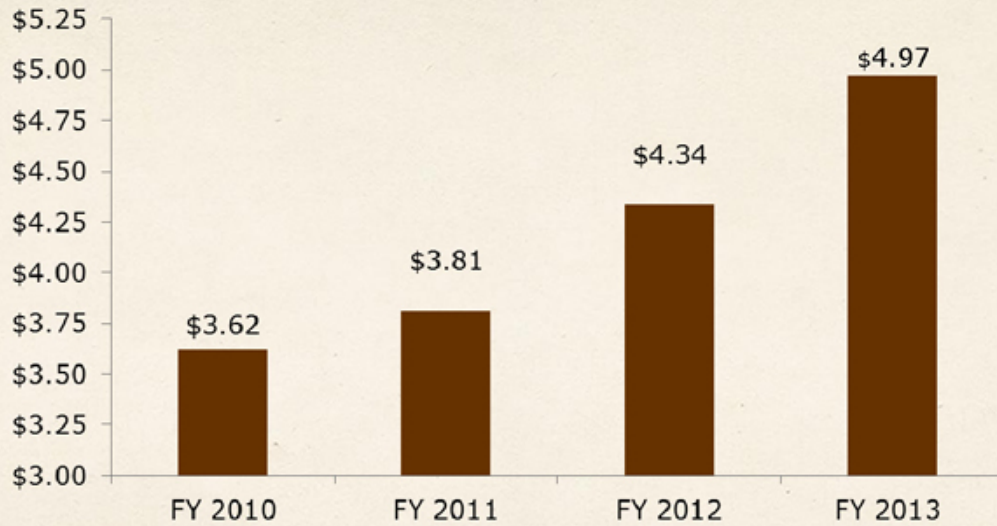
 - Evolve the employee and guest experiences
 - Implement technology to improve through-put, efficiencies and food quality
 - Streamline processes to increase labor productivity
- 5 Maximize long-term **total shareholder value**

 - Grow the quarterly dividend over time
 - Reinvest capital in the business to support existing stores and expand the footprint with modest new unit growth
 - Extend the brand outside the four walls



Consistent EPS Growth

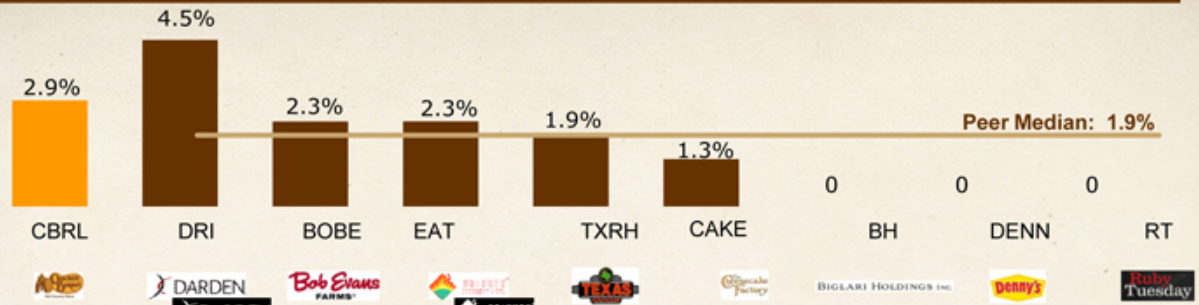
Adjusted* Annual EPS



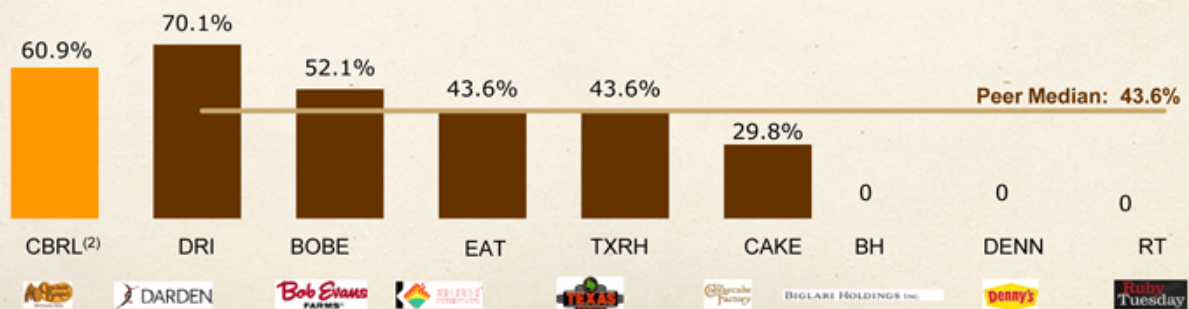
* Adjusted EPS is a non- GAAP financial measure that reflects operating results that are more indicative of the Company's ongoing operating performance and improves comparability to prior year periods. Please see attached appendix or the Company's Investor Relations website at www.crackerbarrel.com for a full reconciliation to GAAP accounting.

Competitive dividend

Dividend Yield



Dividend Payout Ratio¹



(1) Calculated as latest annualized dividend per share divided by latest twelve months reported diluted earnings per share. Adjusted earnings per share diluted earnings per share from continuing operations used where disclosed by each company.
 (2) Please see appendix for adjusted EPS to GAAP reconciliation.



A strong brand, well-positioned to continue to deliver shareholder value

We believe Cracker Barrel is well positioned because:

- A truly unique brand and guest experience
- Proven executive team led the Company through a strong fiscal year
- Strategy built on past success which provides a long runway of shareholder value creation





Appendix

Adjusted EPS to GAAP reconciliation

	2013 GAAP	Adj (1)(2)(3)	Adj 2013	2012 GAAP	Adj (1)(2)	53 rd Week	Adj 2012	2011 GAAP	Adj (1)(2)	Adj 2011
EPS	\$4.90	\$0.07	\$4.97	\$4.40	\$0.21	(\$0.27)	\$4.34	\$3.61	\$0.20	\$3.81

(1) Charges and tax effects of the proxy contest concluded at the Company's annual meeting of shareholders.

(2) Severance, other charges and tax effects related to organizational changes.

(3) Provision for taxes adjusted to exclude the \$2.1 million prior year favorable effect of the retroactive reinstatement of the work opportunity tax credit.