

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A

(Mark One)

Annual Report Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934 (No Fee Required)

Transition report pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934 (No Fee Required)

For the transition period from _____ to _____

For fiscal year ended _____ Commission file number
July 31, 1998 0-7536

CRACKER BARREL OLD COUNTRY STORE, INC.

(Exact name of registrant as specified in its charter)

Tennessee 62-0812904
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification Number)

Hartmann Drive, P.O. Box 787 37088-0787
Lebanon, Tennessee (Zip code)
(Address of principal executive offices)

Registrant's telephone number, including area code:

(615)444-5533

Securities registered pursuant to Section 12(b) of the Act:

None

Securities registered pursuant to Section 12(g) of the Act:

Common Stock
(Par Value \$.50)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

The aggregate market value of voting stock held by nonaffiliates of the registrant is \$1,458,485,072 as of September 25, 1998.

62,432,731

(Number of shares of common stock outstanding as of September 25, 1998.)

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, Cracker Barrel Old Country Store, Inc. has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CRACKER BARREL OLD COUNTRY STORE, INC.

By: /s/Dan W. Evins
Dan W. Evins
CEO and Chairman of the Board

By:/s/Mattie H. Hankins
Mattie H. Hankins
Vice President & Controller

(Principal Executive Officer)

By: /s/Michael A. Woodhouse
Michael A. Woodhouse
Senior Vice President, Finance
(Principal Financial Officer)

Date: December 9, 1998

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Company and in the capacities and on the dates indicated.

/s/James C. Bradshaw, M.D.
James C. Bradshaw, M.D., Director

Charles T. Lowe, Jr., Director

Robert V. Dale, Director

/s/B.F. Lowery
B. F. Lowery, Director

/s/Dan W. Evins
Dan W. Evins, Director

/s/Ronald N. Magruder
Ronald N. Magruder, Director

/s/Edgar W. Evins
Edgar W. Evins, Director

/s/ Gordon L. Miller
Gordon L. Miller, Director

/s/William D. Heydel
William D. Heydel, Director

Martha M. Mitchell, Director

Robert C. Hilton, Director

Jimmie D. White, Director

Charles E. Jones, Jr., Director

Item 14.

INDEX TO EXHIBITS

Exhibit

3(a) Charter (1)

3(b) Bylaws (2)

4(a) Note Agreement dated as of January 1, 1991, relating to \$30,000,000 of 9.53% Senior Notes (3)

10(a) Credit Agreement dated February 18, 1997, relating to the \$50,000,000 Term Loan and the \$75,000,000 Revolving Credit and Letter of Credit Facility (4)

10(b) Lease dated August 27, 1981 for lease of Clarksville, Tennessee, and Macon, Georgia, stores between B. F. Lowery, general counsel and a director, and the Company (5)

10(c) The Company's Incentive Stock Option Plan of 1982, as amended (6)

10(d) The Company's 1987 Stock Option Plan, as amended (1)

10(e) The Company's Amended and Restated Stock Option Plan (7)

10(f) The Company's Non-Employee Director's Stock Option Plan, as amended (8)

10(g) The Company's Executive Employment Agreement for Dan W. Evins(6)

10(h) The Company's Non-Qualified Savings Plan, effective 1/1/96, as amended (7)

10(i) The Company's Deferred Compensation Plan, effective 1/1/94 (7)

10(j) Executive Employment Agreement for Ronald N. Magruder dated 7/5/95 (9)

10(k) Executive Employment Agreement for Michael A. Woodhouse dated 11/15/95 (9)

13 Pertinent portions, incorporated by reference herein, of the Company's 1998 Annual Report to Shareholders (11)

21 Subsidiaries of the Registrant (11)

22 Definitive Proxy Materials (10)

23 Consent of Deloitte & Touche LLP

27 Financial Data Schedule (11)

(1) Incorporated by reference to the Company's Registration Statement on Form S-8 under the Securities Act of 1933 (File No. 33-45482).

(2) Incorporated by reference to the Company's Annual Report on Form 10-K under the Securities Exchange Act of 1934 for the fiscal year ended July 28, 1995. (File No. 0-7536).

(3) Incorporated by reference to the Company's Registration Statement on Form S-3 under the Securities Act of 1933 (File No. 33-38989).

(4) Incorporated by reference to the Company's Annual Report on Form 10-K under the Securities Exchange Act of 1934 for the fiscal year ended August 1, 1997 (File No. 0-7536).

(5) Incorporated by reference to the Company's Registration Statement on Form S-7 under the Securities Act of 1933 (File No. 2-74266).

(6) Incorporated by reference to the Company's Annual Report on Form 10-K under the Securities Exchange Act of 1934 for the fiscal year ended July 28, 1989 (File No. 0-7536).

(7) Incorporated by reference to the Company's Annual Report on Form 10-K under the Securities Exchange Act of 1934 for the fiscal year ended August 2, 1996 (File No. 0-7536).

(8) Incorporated by reference to the Company's Annual Report on Form 10-K under the Securities Exchange Act of 1934 for the fiscal year ended August 2, 1991 (File No. 0-7536).

(9) Incorporated by reference to Exhibits 10.2 and 10.3 to the Executive Employment Agreement section, page 39 of the Company's Registration Statement on Form S-4, Amendment No. 1, filed with the Commission on October 5, 1998 (File No. 333-62469)1998 Definitive Proxy materials.

(10) Incorporated by reference to the Company's Registration Statement on Form S-4, Amendment No. 1 containing the 1998 Definitive Proxy materials, filed with the Commission on October 5, 1998 (File No. 333-62469).

(11) Previously provided on Form 10-K.

Exhibit 23.

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in Registration Statement Nos. 2-86602, 33-15775, 33-37567, 33-45482 and 333-01465 of Cracker Barrel Old Country Store, Inc. on Form S-8, Registration Statement No. 33-59582 on Form S-3 and Registration Statement No. 333-62469 on Form S-4 of our report dated September 9, 1998, incorporated by reference in the Annual Report on Form 10-K of Cracker Barrel Old Country Store, Inc. for the year ended July 31, 1998.

/s/ Deloitte & Touche LLP

DELOITTE & TOUCHE LLP

Nashville, Tennessee
October 21, 1998