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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): April 10, 2002

CBRL GROUP, INC.

Tennessee

0-25225

62-1749513

(State or Other Jurisdiction
of Incorporation)

(Commission File Number)

(I.R.S. Employer
Identification No.)

305 Hartmann Drive, Lebanon, Tennessee 37087

(615) 444-5533

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ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(a) Financial Statements. None.

(b) Pro Forma Financial Information. None.

(c) Exhibits. See Exhibit Index immediately following the signature page hereto.

ITEM 9. REGULATION FD DISCLOSURE.

On April 10, 2002, CBRL Group, Inc. issued the press release attached as Exhibit 99 to this Current Report on Form 8-K, which by this reference is incorporated herein as if copied verbatim, with respect to the April 9, 2002 closing of the over-allotment option granted in connection with its previously announced offering of 30-year 3.0% zero coupon senior notes, which closed on April 3, 2002.

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: April 12, 2002

CBRL GROUP, INC.

By: /s/ James F. Blackstock

Name: James F. Blackstock
Title: Senior Vice President, Secretary
and General Counsel

EXHIBIT INDEX

| Exhibit No. ----- | Description ----- | Page No. ----- |
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| 99 | Press Release issued by CBRL Group, Inc. on April 10, 2002. | 5 |

CBRL GROUP, INC. ANNOUNCES \$22.5 MILLION
GROSS PROCEEDS FROM CLOSING ON OVER-ALLOTMENT OF 3.0% ZERO
COUPON SENIOR NOTES DUE 2032

LEBANON, Tenn.--April 10, 2002--CBRL Group, Inc. (Nasdaq:CBRL) announced today the closing of the over-allotment option granted in connection with its previously announced offering of 30-year 3.0% zero coupon senior notes, which closed on April 3, 2002. CBRL raised approximately \$22.5 million in additional gross proceeds from the over allotment option exercise. The general terms of the notes were disclosed previously by CBRL.

The total offering, including the over-allotment, amounted to \$422.05 million aggregate principal at maturity and gross proceeds of approximately \$172.7 million.

This notice does not constitute an offer to sell or the solicitation of an offer to buy securities. Any offers of the securities will be made only by means of a private offering memorandum. The Notes and the shares of CBRL common stock issuable upon conversion have not been registered under the Securities Act of 1933, as amended, or the securities laws of any other jurisdiction and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

Headquartered in Lebanon, Tennessee, CBRL Group, Inc. presently operates 450 Cracker Barrel Old Country Store(R) restaurants and gift shops located in 41 states and 84 company operated and 11 franchised Logan's Roadhouse(R) restaurants in 17 states.

Except for specific historical information, the matters discussed in this press release are forward-looking statements that involve risks, uncertainties and other factors that may cause actual results and performance of CBRL Group, Inc. to differ materially from those expressed or implied by this discussion. All forward-looking information is provided by the Company pursuant to the safe harbor established under the Private Securities Litigation Reform Act of 1995 and should be evaluated in the context of these factors. Forward-looking statements generally can be identified by the use of forward-looking terminology such as "assumptions," "target," "guidance," "plans," "may," "will," "would," "expect," "intend," "estimate," "anticipate," "believe," "potential," or "continue" (or the negative of

each of these terms) or similar terminology. Factors which will affect actual results include, but are not limited to: adverse general economic conditions including uncertain consumer confidence effects on sales; the actual results of pending or threatened litigation; the effects of negative publicity; adverse weather conditions; commodity, workers' compensation, group health and utility price increases; the effects of plans intended to improve operational execution and performance; the effects of increased competition at Company locations on sales and on labor recruiting, cost and retention; the ability of and cost to the Company to recruit, train and retain qualified restaurant hourly and management employees; the ability of the Company to identify successful new lines of retail merchandise; the availability and cost of acceptable sites for development; the acceptance of the Company's concepts as the Company continues to expand into new markets and geographic regions; changes in interest rates affecting the Company's financing costs; changes in or implementation of additional governmental rules and regulations affecting wage and hour matters, health and safety, pensions and insurance; practical or psychological effects of terrorist acts or military responses; other undeterminable areas of government actions or regulations; and other factors described from time to time in the Company's filings with the Securities and Exchange Commission, press releases and other communications.