

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8  
REGISTRATION STATEMENT  
Under  
THE SECURITIES ACT OF 1933

CRACKER BARREL OLD COUNTRY STORE, INC.  
(Exact name of registrant as specified in its charter)

Tennessee  
(State of Incorporation)

62-0812904  
(I.R.S. Employer  
Identification No.)

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

1987 STOCK OPTION PLAN  
(Full Title of the Plan)

Dan W. Evins  
Director, Chairman and CEO  
Cracker Barrel Old Country Store, Inc.  
P.O. Box 787 Hartmann Drive  
Lebanon, Tennessee 37088-0787  
(615) 444-5533  
(Name, address and telephone number of agent for service)

(with copies to:)  
Kelly R. Duggan, Esq.  
Baker, Donelson, Bearman & Caldwell,  
A Professional Corporation  
1700 Nashville City Center  
511 Union Street  
P.O. Box 190613  
Nashville, Tennessee 37219  
(615) 726-5619

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share(1)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Shares, Common Stock, \$.50 par value	3,000,000	\$20.875	\$62,625,000	\$21,595

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) based upon the average of the high and low prices of the Company's Common Stock on the NASDAQ National Market System on February 27, 1996.

This registration statement provides for the registration of an additional 3,000,000 shares of common stock of the Company to be issued pursuant to its 1987 Stock Option Plan.

EXPERTS AND  
INCORPORATION BY REFERENCE

The contents of the Form S-8 Registration Statement under the Securities Act of 1933, File No. 33-\_\_\_\_\_, covering the Cracker Barrel Old Country Store, Inc. 1987 Stock Option Plan, are incorporated herein by reference.

The financial statements incorporated in this prospectus by reference from the Company's Annual Report on Form 10-K for the year ended July 28, 1995 have been audited by Deloitte & Touche LLP, independent auditors, as stated in their report which is incorporated herein by reference, and has been so incorporated in reliance upon the report of such firm given upon their authority as experts in accounting and auditing.

With respect to the unaudited interim financial information for the quarters ended October 27, 1995 and October 28, 1994, which is incorporated

herein by reference, Deloitte & Touche LLP have applied limited procedures in accordance with professional standards for a review of such information. However, as stated in their report included in the Company's Quarterly Report on Form 10-Q for the quarters ended October 27, 1995 and October 28, 1994, and incorporated by reference herein, they did not audit and they do not express an opinion on that interim financial information. Accordingly, the degree of reliance on their report on such information should be restricted in light of the limited nature of the review procedures applied. Deloitte & Touche LLP are not subject to the liability provisions of Section 11 of the Securities Act of 1933 for their report on the unaudited interim financial information because that report is not a "report" or a "part" of the registration statement prepared or certified by an accountant within the meaning of Sections 7 and 11 of the Securities Act of 1933.

INDEX TO EXHIBITS

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Exhibits

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- 5 Opinion of Baker, Donelson, Bearman & Caldwell, A Professional Corporation, counsel to the Registrant.
- 15 Letter in lieu of consent of Deloitte & Touche LLP regarding review report on unaudited interim financial information.
- 23(a) Consent of Deloitte & Touche LLP.
- 23(b) Consent of Baker, Donelson, Bearman & Caldwell, A Professional Corporation (contained in their opinion filed as Exhibit 5).
- 25 Power of Attorney (Included on signature page).
- 28(a) The Company's 1987 Employee Stock Option Plan, as amended.

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<sup>1</sup> Incorporated by reference to the Company's Annual Report on Form 8-K under the Securities Exchange Act of 1934 filed February 3, 1992 (File No. 33-56222).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Cracker Barrel Old Country Store, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Lebanon, and State of Tennessee, on the 1st day of March, 1996.

CRACKER BARREL OLD COUNTRY STORE, INC.

By: /s/Dan W. Evins  
Dan W. Evins  
Director, Chairman and  
Chief Executive Officer

Dated: March 1, 1996

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Dan W. Evins, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him an in his name, place and stead, in any and all capacities, to sign any and all amendments to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary fully to all intents and purposes as he might or could do in person thereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this report has been signed below by the following persons on behalf of the Company and in the capacities and on the date indicated above.

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

/s/Charles T. Lowe, Jr.  
Charles T. Lowe, Jr., Director

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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

/s/Martha M. Mitchell  
Martha M. Mitchell, Director

/s/Robert C. Hilton  
Robert C. Hilton, Director

/s/James H. Stewart  
James H. Stewart, Director

/s/Charles E. Jones, Jr.  
Charles E. Jones, Jr., Director

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Jimmie D. White, Director

EXHIBIT 5

OPINION AND CONSENT OF BAKER, DONELSON, BEARMAN & CALDWELL

March 1, 1996

Cracker Barrel Old Country Store, Inc.  
P.O. Box 787  
Hartmann Drive  
Lebanon, Tennessee 37088-0787

RE: 1987 Stock Option Plan

Gentlemen:

We have acted as securities counsel for Cracker Barrel Old Country Store, Inc., a Tennessee corporation (the "Company"), in connection with the Company's Registration Statement on Form S-8 (the "Registration Statement"), pursuant to the Securities Act of 1933, as amended, relating to the Company's 1987 Stock Option Plan (the "Plan"). This opinion is being furnished in response to Item 601 of Regulation S-K and the instructions to Form S-8.

We are familiar with the proceedings to date with respect to the proposed offering and have examined such records, documents and matters of law and satisfied ourselves as to such matters of fact as we have considered relevant for purposes of this opinion.

On the basis of the foregoing, we are of the opinion that:

1. The Company is a corporation duly organized and existing under the laws of the State of Tennessee.

2. The Plan has been duly and validly authorized and adopted, and the additional 3,000,000 shares of Common Stock of the Company, \$.50 par value (the "Shares") that may be issued and sold from time to time in accordance with the Plan have been duly authorized for issuance and will, when issued, sold and paid for in accordance with the Plan, be validly issued, fully paid and non-assessable.

The foregoing opinion is limited to the federal laws of the United States and the laws of the State of Tennessee, and we are expressing no opinion as to the effect of the laws of any other jurisdiction.

In rendering the foregoing opinion, we have relied to the extent we deem such reliance appropriate as to certain matters on statements, representations and other information obtained from public officials, officers of the Company and other sources believed by us to be responsible.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

BAKER, DONELSON, BEARMAN & CALDWELL,  
a Professional Corporation

EXHIBIT 15

DELOITTE & TOUCHE LLP LETTER IN LIEU OF CONSENT

CONCERNING UNAUDITED INTERIM FINANCIALS

March 1, 1996

Cracker Barrel Old Country Store, Inc.  
Hartmann Drive  
Lebanon, Tennessee 37088-0787

We have made a review, in accordance with standards established by the American Institute of Certified Public Accountants, of the unaudited interim financial information of Cracker Barrel Old Country Store, Inc. for the quarters ended October 27, 1995 and October 28, 1994, as indicated in our report dated December 6, 1995; because we did not perform an audit, we expressed no opinion on that information.

We are aware that our report referred to above, which was included in your Quarterly Report on Form 10-Q for the quarter ended October 27, 1995, is being incorporated by reference in this Registration Statement.

We also are aware that the aforementioned report, pursuant to Rule 436(c) under the Securities Act of 1933, is not considered a part of the Registration Statement prepared or certified by an accountant or a report prepared or certified by an accountant within the meaning of Sections 7 and 11 of that Act.

DELOITTE & TOUCHE LLP  
Nashville, Tennessee

EXHIBIT 23(a)

CONSENT OF DELOITTE & TOUCHE LLP

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Registration Statement of Cracker Barrel Old Country Store, Inc. on Form S-8 of our report dated September 6, 1995 incorporated by reference in the Annual Report on Form 10-K of Cracker Barrel Old Country Store, Inc. for the year ended July 28, 1995.

DELOITTE & TOUCHE LLP  
Nashville, Tennessee

March 1, 1996

