

Registration No. \_\_\_\_\_

SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

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FORM S-8  
REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933  
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CBRL GROUP, INC.  
(Exact name of registrant as specified in its charter)

Tennessee 62-1749513  
(State or other jurisdiction (U.S. Employer  
of incorporation or organization) Identification No.)

106 Castle Heights Avenue N.  
Lebanon, Tennessee 37087  
(Address of Principal Executive Offices) (Zip Code)

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CBRL GROUP, INC.  
AMENDED AND RESTATED STOCK OPTION PLAN  
(Full Title of the Plan)  
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James F. Blackstock, Esq.  
Vice President, Secretary and General Counsel  
CBRL Group, Inc.  
305 Hartmann Drive  
Lebanon, Tennessee 37087  
(615) 444-5533  
(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

-----  
Copies to:

Clifford A. Roe, Jr., Esq.  
Susan B. Zaunbrecher, Esq.  
Dinsmore & Shohl LLP  
255 East Fifth Street  
Cincinnati, Ohio 45202  
(513) 977-8200  
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Approximate date of commencement of proposed sale to the public: From time to time after the effective date of the Registration Statement.

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CALCULATION OF REGISTRATION FEE

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Title of Each Class 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
Common Stock, \$.01 par value	3,500,000	\$17.09375	\$59,828,125	\$16,632.22

(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 Registrant's Common Stock on the Nasdaq National Market System on June 7, 1999.



STATEMENT UNDER GENERAL INSTRUCTION E -  
REGISTRATION OF ADDITIONAL SECURITIES

Pursuant to General Instruction E of Form S-8, this Registration Statement is filed solely to register an additional 3,500,000 shares of common stock, par value \$0.01 per share, of the Registrant reserved for issuance under the Registrant's Amended and Restated Stock Option Plan. This increase was approved by the Board of Directors of the Registrant on September 25, 1997, and that decision was ratified by the Registrant's shareholders on November 25, 1997.

Pursuant to Instruction E, the contents of the Registrant's Registration Statement on Form S-8, File No. 33-45482, including without limitation periodic reports that the Registrant filed, or will file, after such Form S-8 to maintain current information about the Registrant, are hereby incorporated by reference into this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit No.	Description
5	Opinion of Dinsmore & Shohl LLP, including its content
23.1	Consent of Deloitte & Touche LLP
23.2	Consent of Dinsmore & Shohl LLP (included in Exhibit 5)
24	Power of Attorney (included on the signature page)



/s/ James C. Bradshaw ----- James C. Bradshaw	June 9, 1999
/s/ Robert V. Dale ----- Robert V. Dale	June 9, 1999
/s/ Dan W. Evins ----- Dan W. Evins	June 9, 1999
/s/ Edgar W. Evins ----- Edgar W. Evins	June 9, 1999
/s/ William D. Heydel ----- William D. Heydel	June 9, 1999
/s/ Robert C. Hilton ----- Robert C. Hilton	June 9, 1999
/s/ Charles E. Jones, Jr. ----- Charles E. Jones, Jr.	June 9, 1999
/s/ Charles T. Lowe, Jr. ----- Charles T. Lowe, Jr.	June 9, 1999
/s/ B.F. Lowery ----- B.F. Lowery	June 9, 1999
/s/ Gordon L. Miller ----- Gordon L. Miller	June 9, 1999
/s/ Martha M. Mitchell ----- Martha M. Mitchell	June 9, 1999
/s/ Jimmie D. White ----- Jimmie D. White	June 9, 1999

EXHIBIT INDEX

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Susan B. Zaunbrecher  
(513) 977-8171

June 9, 1999

CBRL Group, Inc.  
305 Hartmann Drive  
Lebanon, Tennessee 37087

Ladies and Gentlemen:

This opinion is rendered for use in connection with the Registration Statement on Form S-8, prescribed pursuant to the Securities Act of 1933, to be filed by CBRL Group, Inc. (the "Company") with the Securities and Exchange Commission on or about June 9, 1999, under which an additional 3,500,000 shares of the Company's Common Stock \$.01 par value ("Common Stock") are to be registered.

We hereby consent to the filing of this opinion as Exhibits 5 and 23.2 to the Registration Statement and to the reference to our name in the Registration Statement.

As counsel to the Company, we have examined and are familiar with originals or copies, certified or otherwise identified to our satisfaction, of such statutes, documents, corporate records, certificates of public officials, and other instruments as we have deemed necessary for the purpose of this opinion, including the Company's Certificate of Incorporation and Bylaws and the record of proceedings of the shareholders and directors of the Company.

Based upon the foregoing, we are of the opinion that:

1. The Company has been duly incorporated and is validly existing and in good standing as a corporation under the laws of the State of Tennessee.
2. The Amended and Restated Stock Option Plan (the "Plan") has been duly and validly authorized and adopted, and the additional 3,500,000 shares of the Company's Common Stock 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.

Very truly yours,

DINSMORE & SHOHL LLP

/s/ Susan B. Zaunbrecher  
Susan B. Zaunbrecher

Exhibit 23.1

INDEPENDENT AUDITOR'S CONSENT

We consent to the incorporation by reference in this Registration Statement of CBRL Group, Inc. (formerly Cracker Barrel Old Country Store, Inc.) on Form S-8 of our report dated September 9, 1998, appearing in the Annual Report on Form 10-K of CBRL Group, Inc. for the year ended July 31, 1998.

DELOITTE & TOUCHE, LLP

/s/ Deloitte & Touche  
Nashville, Tennessee  
June 9, 1999