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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

CBRL Group, Inc. (Name of Issuer)

Common Shares, par value \$0.01 per share (Title of Class of Securities)

12489V106

(CUSIP Number)

March 13, 2007 (Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- [ ] Rule 13d-1(b)
  [X] Rule 13d-1(c)
  [ ] Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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| CUSIP No. 1 | .2489V106                            |   | 13G  | Page 2           | of 16  | Pages |  |  |
|-------------|--------------------------------------|---|--|------------------|--------|-------|--|--|
| (1)         | I.R.S.                               | F REPORTING PERSONS IDENTIFICATION NO.  dge International I | OF ABOVE PERSONS                                       |                  |        |       |  |  |
| (2)         |                                      |   | IF A MEMBER OF A GROUP                                 | **<br>(a)<br>(b) |        |       |  |  |
| (3)         | SEC USE                              | ONLY  |  |                  |        |       |  |  |
| (4)         | CITIZENSHIP OR PLACE OF ORGANIZATION |   |  |                  |        |       |  |  |
|             | Cayman :                             | Islands, British We   | est Indies   |                  |        |       |  |  |
| NUMBER OF   | (5)                                  | SOLE VOTING POWER   |  |                  |        |       |  |  |
| SHARES      |                                      |   |  |                  |        |       |  |  |
| BENEFICIALL | .Y (6)                               |   | ER<br>contingently convertibl<br>787,234 Common Shares | e senio          | r note | s,    |  |  |
| OWNED BY    |                                      |   |  |                  |        |       |  |  |

| EACH        | (7)     | SOLE DISPOSITIVE 0                       | POWER   |             |
|-------------|---------|--|---|-------------|
| REPORTING   |         |  |   |             |
| PERSON WITH | (8)     | •  | E POWER<br>contingently convertible senior notes,<br>787,234 Common Shares    |             |
| (9)         |         | •  | ALLY OWNED<br>contingently convertible senior notes,<br>787,234 Common Shares |             |
| (10)        |         | OX IF THE AGGREGAT<br>(9) EXCLUDES CERTA |   | ]           |
| (11)        |         | OF CLASS REPRESEN<br>NT IN ROW (9)       | TED   | - <b></b> - |
| (12)        | TYPE OF | REPORTING PERSON                         | **  |             |
|             |         |  |   |             |

<sup>\*\*</sup> SEE INSTRUCTIONS BEFORE FILLING OUT!

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#### Item 1.

(a) Name of Issuer

CBRL Group, Inc. (the "Company").

(b) Address of Issuer's Principal Executive Offices

305 Hartmann Drive, P.O. Box 787 Lebanon, Tennessee

Item 2(a). Name of Person Filing

Item 2(b). Address of Principal Business Office Item 2(c). Citizenship

#### HIGHBRIDGE INTERNATIONAL LLC

c/o Harmonic Fund Services

The Cayman Corporate Centre, 4th Floor

27 Hospital Road

Grand Cayman, Cayman Islands, British West Indies

Citizenship: Cayman Islands, British West Indies

### HIGHBRIDGE CONVERTIBLE ARBITRAGE MASTER FUND, L.P.

\_\_\_\_\_\_

c/o Harmonic Fund Services

The Cayman Corporate Centre, 4th Floor

27 Hospital Road

Grand Cayman, Cayman Islands, British West Indies Citizenship: Cayman Islands, British West Indies

# STAR, L.P. (A STATISTICAL ARBITRAGE STRATEGY)

c/o Harmonic Fund Services

The Cayman Corporate Centre, 4th Floor

27 Hospital Road

Grand Cayman, Cayman Islands, British West Indies Citizenship: Cayman Islands, British West Indies

# HIGHBRIDGE STATISTICAL OPPORTUNITIES MASTER FUND, L.P.

c/o Harmonic Fund Services

The Cayman Corporate Centre, 4th Floor

27 Hospital Road

Grand Cayman, Cayman Islands, British West Indies Citizenship: Cayman Islands, British West Indies

# HIGHBRIDGE STATISTICALLY ENHANCED EQUITY MASTER FUND-U.S., L.P.

\_\_\_\_\_\_

c/o Highbridge Capital Management, LLC

9 West 57th Street, 27th Floor

New York, New York 10019

Citizenship: State of Delaware

## HIGHBRIDGE CAPITAL MANAGEMENT, LLC IRS #: 20-1901985

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9 West 57th Street, 27th Floor

New York, New York 10019

Citizenship: State of Delaware

## **GLENN DUBIN**

c/o Highbridge Capital Management, LLC

9 West 57th Street, 27th Floor New York, New York 10019 Citizenship: United States

### HENRY SWIECA

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c/o Highbridge Capital Management, LLC 9 West 57th Street, 27th Floor New York, New York 10019 Citizenship: United States

Item 2(d) Title of Class of Securities

Common Shares, \$0.01 par value ("Common Shares")

Item 2(e) CUSIP Number

12489V106

- Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:
- (a) [ ] Broker or dealer registered under Section 15 of the Act (15 U.S.C. 780).
- (b) [ ] Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) [] Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) [] Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) [ ] An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) [ ] An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) [ ] A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) [ ] A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) [ ] A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) [ ] Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box. [X]

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

As of the date of this filing, (i) Highbridge International LLC is the beneficial owner of 3.0% zero-coupon contingently convertible senior notes, convertible into 787,234 Common Shares, (ii) Highbridge Convertible Arbitrage Master Fund, L.P. is the beneficial owner of 3.0% zero-coupon contingently convertible senior notes, convertible into approximately 130,301 Common Shares, (iii) STAR, L.P. (a statistical arbitrage strategy) is the beneficial owner of 136,231 Common Shares, (iv) Highbridge Statistical Opportunities Master Fund, L.P. is the beneficial owner of 312,532 Common Shares (v) Highbridge Statistically Enhanced Equity Master Fund-U.S., L.P. is the beneficial owner of 28 Common Shares and (vi) each of Higbridge Capital Management, Glenn Dubin and Henry Swieca may be deemed the beneficial owner of the 3.0% zero-coupon contingently convertible senior notes, convertible into approximately 917,535 Common Shares issuable to Highbridge International LLC and Highbridge Convertible Arbitrage Master Fund, L.P. and the 448,791 Common Shares owned by STAR, L.P. (a statistical arbitrage strategy), Highbridge Statistical Opportunities Master Fund, L.P., and Highbridge Statistically Enhanced Equity Master Fund-U.S., L.P.

Highbridge Capital Management, LLC is the trading manager of Highbridge International LLC, Highbridge Convertible Arbitrage Master Fund, L.P., STAR, L.P. (a statistical arbitrage strategy), Highbridge Statistical Opportunities Master Fund, L.P., and Highbridge Statistically Enhanced Equity Master Fund-U.S., L.P. Glenn Dubin is a Co-Chief Executive Officer of Highbridge Capital Management, LLC. Henry Swieca is a Co-Chief Executive Officer of Highbridge Capital Management, LLC. The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of Common Shares owned by another Reporting Person. In addition, each of Highbridge Capital Management, LLC, Glenn Dubin and Henry Swieca disclaims beneficial ownership of Common Shares owned by Highbridge International LLC, Highbridge Convertible Arbitrage Master Fund, L.P., STAR, L.P. (a statistical arbitrage strategy), Highbridge Statistical Opportunities Master Fund, L.P., and Highbridge Statistically Enhanced Equity Master Fund-U.S., L.P..

#### (b) Percent of class:

The Company's Quarterly Report on Form 10-0 that was filed on March 2, 2007, indicates there were 25,186,108 Common Shares outstanding as of February 23, 2007. Therefore, based on the Company's outstanding Common Shares and the Common Shares issuable upon the conversion of the 3.0% zero-coupon contingently convertible senior notes issued by the Company, (i) Highbridge International LLC may be deemed to beneficially own 3.03% of the outstanding Common Shares of the Company, (ii) Highbridge Convertible Arbitrage Master Fund, L.P. may be deemed to beneficially own 0.51% of the outstanding Common Shares of the Company, (iii) STAR, L.P. (a statistical arbitrage strategy) may be deemed to beneficially own 0.54% of the outstanding Common Shares of the Company, (iv) Highbridge Statistical Opportunities Master Fund, L.P. may be deemed to beneficially own 1.24% of the outstanding Common Shares of the Company, (v) Highbridge Statistically Enhanced Equity Master Fund-U.S., L.P. may be deemed to beneficially own 0.00% of the outstanding Common Shares of the Company and (vi) each of Highbridge Capital Management LLC, Glenn Dubin and Henry Swieca may be deemed to beneficially own 5.23% of the outstanding Common Shares of the Company. The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of shares of Common Shares owned by another Reporting Person.

- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote

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- (ii) Shared power to vote or to direct the vote See Item 4(a)
- (iii) Sole power to dispose or to direct the disposition of  $\boldsymbol{\omega}$
- (iv) Shared power to dispose or to direct the disposition of See Item 4(a)
- Item 5. Ownership of Five Percent or Less of a Class
  Not applicable.
- Item 6. Ownership of More than Five Percent on Behalf of Another Person Not applicable.
- Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person

Not applicable.

- Item 8. Identification and Classification of Members of the Group See Exhibit I.
- Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below each of the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

# Exhibits:

Exhibit I: Joint Filing Agreement, dated as of March 23, 2007, by and among Highbridge International LLC, Highbridge Convertible Arbitrage Master Fund, L.P., STAR, L.P., Highbridge Statistical Opportunities Master Fund, L.P.,

Highbridge Statistically Enhanced Equity Master Fund- U.S., L.P., Highbridge Capital Management, LLC, Glenn Dubin and Henry Swieca.

#### **SIGNATURES**

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information with respect to it set forth in this statement is true, complete, and correct.

Dated: March 23, 2007

HIGHBRIDGE INTERNATIONAL LLC

HIGHBRIDGE CONVERTIBLE ARBITRAGE MASTER FUND, L.P.

By: Highbridge Capital Management, LLC

its Trading Manager

By: Highbridge Capital Management, LLC its Trading Manager

By: /s/ Carolyn Rubin By: /s/ Carolyn Rubin

----------Name: Carolyn Rubin Name: Carolyn Rubin Title: Managing Director Title: Managing Director

STAR, L.P.

By: Highbridge Capital Management, LLC

its Trading Manager

MASTER FUND, L.P.

HIGHBRIDGE STATISTICAL OPPORTUNITIES

By: Highbridge Capital Management, LLC its Trading Manager

By: /s/ Carolyn Rubin By: /s/ Carolyn Rubin

Name: Carolyn Rubin Name: Carolyn Rubin Title: Managing Director Title: Managing Director

HIGHBRIDGE STATISTICALLY ENHANCED EQUITY MASTER FUND-U.S., L.P.

By: Highbridge Capital Management, LLC

its Trading Manager

By: /s/ Carolyn Rubin

-----Name: Carolyn Rubin

Title: Managing Director

HIGHBRIDGE CAPITAL MANAGEMENT, LLC

By: /s/ Carolyn Rubin \_\_\_\_\_

Name: Carolyn Rubin Title: Managing Director

/s/ Glenn Dubin

/s/ Henry Swieca -----GLENN DUBIN

HENRY SWIECA

#### EXHIBIT I

#### JOINT FILING AGREEMENT

This will confirm the agreement by and among the undersigned that the Schedule 13G filed with the Securities and Exchange Commission on or about the date hereof with respect to the beneficial ownership by the undersigned of the Common Shares, \$0.01 par value, of CBRL Group, Inc., is being filed, and all amendments thereto will be filed, on behalf of each of the persons and entities named below in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated as of March 23, 2007

HIGHBRIDGE INTERNATIONAL LLC

HIGHBRIDGE CONVERTIBLE ARBITRAGE MASTER FUND, L.P.

By: Highbridge Capital Management, LLC

its Trading Manager

By: Highbridge Capital Management, LLC

its Trading Manager

By: /s/ Carolyn Rubin

By: /s/ Carolyn Rubin -----

Name: Carolyn Rubin Title: Managing Director Name: Carolyn Rubin Title: Managing Director

STAR, L.P.

HIGHBRIDGE STATISTICAL OPPORTUNITIES

MASTER FUND, L.P.

By: Highbridge Capital Management, LLC

its Trading Manager

By: Highbridge Capital Management, LLC

its Trading Manager

By: /s/ Carolyn Rubin

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Name: Carolyn Rubin

Title: Managing Director

By: /s/ Carolyn Rubin -----

Name: Carolyn Rubin Title: Managing Director

HIGHBRIDGE STATISTICALLY ENHANCED EQUITY MASTER FUND-U.S., L.P.

HIGHBRIDGE CAPITAL MANAGEMENT, LLC

By: Highbridge Capital Management, LLC

its Trading Manager

By: /s/ Carolyn Rubin

-----

By: /s/ Carolyn Rubin

Name: Carolyn Rubin Title: Managing Director Name: Carolyn Rubin Title: Managing Director

/s/ Glenn Dubin

GLENN DUBIN

/s/ Henry Swieca

HENRY SWIECA