

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

CBRL GROUP, INC.

(Exact name of registrant as specified in its charter)

Tennessee 62-17495131
(State of incorporation or (I.R.S. Employer Identification No.)
organization)

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

If this Form relates to the registration of a class of securities
pursuant to Section 12(b) of the Exchange Act and is effective
pursuant to General Instruction A.(c), check the following box.

If this Form relates to the registration of a class of securities
pursuant to Section 12(g) of the Exchange Act and is effective
pursuant to General Instruction A.(d), check the following box.

Securities to be registered pursuant to Section 12(b) of the Act:
None

Securities Act registration statement file number to which this
form relates: 333-62469

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

Common Stock, without par value
(Title of Class)

Information Required in Registration Statement

Item 1. Description of Registrant's Securities to be Registered.

The information set forth under "Description of Capital Stock --
Common Stock" in the Registration Statement on Form S-4, as
amended, originally filed by the registrant with the Securities
and Exchange Commission on August 28, 1998, File No. 333-62469
(the "S-4 Registration Statement") is incorporated herein by
reference pursuant to Rule 12b-32.

Item 2. Exhibits.

1.1 A copy of the S-4 Registration Statement is incorporated
herein by reference pursuant to Rule 12b-32.

4.1 A copy of the registrant's Charter, which defines certain
rights of holders of the registrant's Common Stock, filed as
Exhibit 3.1 to the S-4 Registration Statement, is incorporated
herein by reference pursuant to Rule 12b-32.

4.2 A copy of the registrant's Bylaws, which defines certain
rights of holders of the registrant's Common Stock, filed as
Exhibit 3.2 to the S-4 Registration Statement, is incorporated
herein by reference pursuant to Rule 12b-32.

Signature

Pursuant to the requirements of Section 12 of the Securities
Exchange Act of 1934, the registrant has duly caused this
registration statement to be signed on its behalf by the
undersigned, thereto duly authorized.

CBRL GROUP, INC.

Date: December 31, 1998

By: /s/ James F. Blackstock
James F. Blackstock
Vice President, Secretary and

