

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): May 28, 2024

**CRACKER BARREL OLD COUNTRY STORE, INC.**

(Exact Name of Registrant as Specified in its Charter)

**Tennessee**  
(State or Other Jurisdiction  
of Incorporation)

**001-25225**  
(Commission File Number)

**62-0812904**  
(IRS Employer  
Identification No.)

**305 Hartmann Drive, Lebanon, Tennessee 37087**  
(Address of Principal Executive Offices) (Zip code)

**(615) 444-5533**  
(Registrant's Telephone Number, Including Area Code)

**Not Applicable**  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock (Par Value \$0.01) Rights to Purchase Series A Junior Participating Preferred Stock (Par Value \$0.01)	CBRL	The Nasdaq Stock Market LLC (Nasdaq Global Select Market)

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

*Election of Cheryl Henry to the Board of Directors*

On May 28, 2024, Cracker Barrel Old Country Store, Inc., a Tennessee corporation (the “Company”), announced that the Board of Directors (the “Board”) of the Company had elected Cheryl Henry to serve as a director, effective immediately, until the Company’s next annual meeting of shareholders. Ms. Henry has not yet been appointed to any committees of the Board.

Prior to the acquisition by Darden Restaurants, Inc. (NYSE: DRI) (“Darden”) of Ruth’s Hospitality Group, Inc. (Nasdaq: RUTH) (“Ruth’s Hospitality Group”), Ms. Henry served as President, Chief Executive Officer and a member of the Board of Directors of Ruth’s Hospitality Group from August 2018 until June 2023 and as Chairperson of the Board of Directors from March 2021 until June 2023. Before assuming the role of Chief Executive Officer in 2018, Ms. Henry served in numerous senior leadership roles at Ruth’s Hospitality Group, including Chief Operating Officer, Senior Vice President and Chief Branding Officer, and Chief Business Development Officer. After the acquisition by Darden of Ruth’s Hospitality Group, Ms. Henry served as Brand President for Ruth’s Chris Steakhouse from June 2023 until March 2024.

Ms. Henry will receive compensation as an outside director generally in accordance with the Company’s outside director compensation practices described in the Company’s proxy statement filed with the Securities and Exchange Commission on October 6, 2023. The initial annual retainer and equity grant to be received by Ms. Henry will be prorated for her period of service during the year in which she was elected to the Board.

There are no arrangements or understandings between Ms. Henry, on the one hand, and any other persons, on the other hand, pursuant to which Ms. Henry was selected as a director of the Company. Ms. Henry has no family relationships with any of the Company’s directors or executive officers. Ms. Henry has not been a party to any transactions that would be required to be reported under Item 404(a) of Regulation S-K in this Current Report on Form 8-K.

*Resignation of William Moreton from the Board of Directors*

On May 28, 2024, William Moreton notified the Company that he intends to resign from the Board for personal reasons effective May 28, 2024. Mr. Moreton’s decision to resign from the Board is not the result of any disagreement with the Company.

A copy of the press release announcing Ms. Henry’s appointment to, and Mr. Moreton’s resignation from, the Board is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
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<a href="#">99.1</a>	<a href="#">Press Release issued by Cracker Barrel Old Country Store, Inc. dated May 28, 2024</a>
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104	Cover Page Interactive Data File (formatted as Inline XBRL document).
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**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.

Date: May 28, 2024

CRACKER BARREL OLD COUNTRY STORE, INC.

By: /s/ Richard M. Wolfson

Name: Richard M. Wolfson

Title: Senior Vice President, General Counsel and Corporate Secretary

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### CRACKER BARREL ELECTS CHERYL HENRY TO BOARD OF DIRECTORS

**LEBANON, Tenn. – May 28, 2024** – Cracker Barrel Old Country Store® (Nasdaq: CBRL) today announced that Cheryl Henry, 50, has been elected to the company's Board of Directors, effective immediately. Ms. Henry is replacing director William Moreton, who will step down from the Board for personal reasons effective May 28, 2024. Despite his departure, Mr. Moreton will continue to serve as an advisor to the Board and to management through the end of calendar 2024.

Ms. Henry is the former President, Chief Executive Officer, and Chairwoman of Ruth's Hospitality Group, Inc., a fine-dining restaurant company operating over 150 Ruth's Chris Steak House restaurants worldwide. A seasoned restaurant and public company executive with extensive operational leadership experience, Ms. Henry served in numerous senior leadership roles at Ruth's Chris, including Chief Operating Officer, Senior Vice President and Chief Branding Officer, and Chief Business Development Officer, before she assumed the role of CEO in 2018. Prior to joining Ruth's Chris in June of 2007, Ms. Henry served as Chief of Staff for the Mayor of Orlando.

Carl Berquist, Chairman of the Cracker Barrel Board of Directors, stated of Ms. Henry's appointment, "Cheryl brings to our Board a wealth of industry knowledge and executive leadership experience. Her success in overseeing the revitalization of Ruth's Chris will be particularly relevant to Cracker Barrel as we undertake our own strategic transformation." Mr. Berquist added, "As we welcome Cheryl, we also thank Bill for his significant contributions to the Board and to the Company. Although he is stepping down from the Board in an official capacity, Bill will remain a trusted advisor and part of the Cracker Barrel family."

**About Cracker Barrel Old Country Store, Inc.** Cracker Barrel Old Country Store, Inc. (Nasdaq: CBRL) is on a mission to bring craveable, delicious homestyle food and unique retail products to all guests while serving up memorable, distinctive experiences that make everyone feel welcome. Established in 1969 in Lebanon, Tenn., Cracker Barrel and its affiliates operate approximately 660 company-owned Cracker Barrel Old Country Store® locations in 44 states and own the fast-casual Maple Street Biscuit Company. For more information about the company, visit [www.crackerbarrel.com](http://www.crackerbarrel.com).

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