

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): February 27, 2004

CBRL GROUP, INC.

Tennessee
(State or Other Jurisdiction
of Incorporation)

0-25225
(Commission File Number)

62-1749513
(I.R.S. Employer
Identification No.)

305 Hartmann Drive, Lebanon, Tennessee 37087

(615) 444-5533

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Item 7. Financial Statements and Exhibits

(c) Exhibits.

99.1 Press Release dated February 27, 2004.

Item 9. Regulation FD Disclosure

CBRL Group, Inc. issued a press release that is attached to this Current Report on Form 8-K as Exhibit 99.1, which by this reference is incorporated herein as if copied verbatim. In the press release, CBRL Group, Inc. announced that its Board of Directors had authorized the repurchase of up to 2 million additional shares of its common stock.

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.

Dated: February 27, 2004

CBRL GROUP, INC.

By: /s/ James F. Blackstock

Name: James F. Blackstock

Title: Senior Vice President, General
Counsel and Secretary

[Logo of CBRL Group, Inc.]

Contact: Lawrence E. White
Senior Vice President,
Finance and Chief Financial Officer
615-444-5533

**CBRL GROUP, INC. ANNOUNCES A NEW SHARE REPURCHASE
AUTHORIZATION FOR 2 MILLION SHARES**

LEBANON, Tenn. – (February 27, 2004) – CBRL Group, Inc. (the “Company”) (Nasdaq: CBRL) today announced that it has been authorized by its Board of Directors to repurchase up to 2 million additional shares of its common stock. Such repurchases are expected to be made from time to time in open market transactions. The Company had approximately 49.8 million shares outstanding at the end of its second fiscal quarter on January 30, 2004.

The Company has completed its previous 1 million share repurchase authorization this month. Thus far this fiscal year, the Company has repurchased 661,300 shares of its common stock for total consideration of approximately \$26 million, or an average of \$39.73 per share. Since its first share repurchase authorization in fiscal 1999, the Company has repurchased just over 21.6 million shares of its common stock for total consideration of approximately \$551 million, or an average of \$25.46 per share.

Headquartered in Lebanon, Tennessee, CBRL Group, Inc. presently operates 491 Cracker Barrel Old Country Store restaurants and gift shops located in 41 states and 104 company-operated and 17 franchised Logan’s Roadhouse restaurants in 17 states.

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