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

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**FORM 8-A/A**

(Amendment No. 1)

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FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES

Pursuant to Section 12(b) or (g) of The  
Securities Exchange Act of 1934

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**CRACKER BARREL OLD COUNTRY STORE, INC.**  
(Exact name of registrant as specified in its charter)

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Tennessee  
(State or other Jurisdiction  
of Incorporation)

62-0812904  
(IRS. Employer  
Identification No.)

305 Hartmann Drive  
Lebanon, Tennessee  
(Address of Principal Executive Offices)

37087-4779  
(Zip Code)

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

Title of Each Class to be so Registered  
Preferred Stock Purchase Rights

Name of Each Exchange on Which  
Each Class is to be Registered  
Nasdaq Global Stock Market

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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) or (e), please 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) or (e), please check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement or Regulation A offering statement file number to which this form relates: Not Applicable

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

None  
(Title of Class)

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This Form 8-A/A is filed by Cracker Barrel Old Country Store, Inc. (the “Registrant”) to reflect the expiration of the preferred stock purchase rights (the “Rights”) registered on the Form 8-A filed by the Registrant on April 9, 2018.

**Item 1. Description of Registrant’s Securities to be Registered.**

Item 1 is hereby amended and supplemented as follows:

On April 9, 2021, the “Final Expiration Date” occurred under the Rights Agreement dated as of April 9, 2018, by and between the Registrant and American Stock Transfer & Trust Company, LLC, as Rights Agent (the “Rights Agreement”). As a result, the Rights Agreement and the Rights issued thereunder expired by their own terms and each share of common stock, par value \$0.01 per share, of the Registrant is no longer accompanied by a right to purchase, under certain circumstances, one one-hundredth of a share of Series A Junior Participating Preferred Stock of the Registrant. Shareholders of the Registrant were not entitled to any payment as a result of the occurrence of the Final Expiration Date and the expiration of the Rights.

**Item 2. Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
4.1	Rights Agreement, dated as of April 9, 2018, between Cracker Barrel Old Country Store, Inc. and American Stock Transfer & Trust Company, LLC, which includes the Articles of Amendment to the Amended and Restated Charter as Exhibit A, the form of Right Certificate as Exhibit B, and the Summary of Rights to Purchase Preferred Shares as Exhibit C (Incorporated by reference to <a href="#">Exhibit 4.1</a> to Cracker Barrel Old Country Store, Inc.’s Form 8-K filed on April 9, 2018).

**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.

CRACKER BARREL OLD COUNTRY STORE, INC.

Date: April 9, 2021

By: /s/ Richard M. Wolfson

Name: Richard M. Wolfson

Title: Senior Vice President, General Counsel and Corporate Secretary

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