

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): April 26, 2021 (April 23, 2021)

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)	CBRL	The Nasdaq Stock Market LLC
Rights to Purchase Series A Junior Participating Preferred Stock (Par Value \$0.01)		(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.

On April 23, 2021, the Company issued the press release that is furnished as Exhibit 99.1 to this Current Report on Form 8-K and that is incorporated by reference into this Item, announcing that the Board of Directors (the “Board”) of Cracker Barrel Old Country Store, Inc., a Tennessee corporation (the “Company”) had elected Darryl “Chip” Wade, effective as of April 23, 2021, to serve as a director until the Company’s next annual meeting of shareholders. Pursuant thereto and to the Company’s Amended and Restated Bylaws and in accordance with its Amended and Restated Charter, the Board increased the size of the Board from ten to eleven members, effective with Mr. Wade’s appointment. Mr. Wade has not yet been appointed to any committees of the Board.

Mr. Wade 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 1, 2020. The initial annual retainer and equity grant to be received by Mr. Wade will be prorated for his period of service during the year in which he was elected to the Board.

There are no arrangements or understandings between Mr. Wade, on the one hand, and any other persons, on the other hand, pursuant to which Mr. Wade was elected as a director of the Company. Mr. Wade has no family relationships with any of the Company’s directors or executive officers. Mr. Wade 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.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued by Cracker Barrel Old Country Store, Inc. dated April 23, 2021
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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: April 26, 2021

CRACKER BARREL OLD COUNTRY STORE, INC.

By: /s/ Richard M. Wolfson

Name: Richard M. Wolfson

Title: Senior Vice President – General Counsel & Corp. Secretary

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Cracker Barrel Old Country Store[®] Appoints Chip Wade to its Board of Directors

LEBANON, Tenn. (April 23, 2020) – Cracker Barrel Old Country Store[®] (Nasdaq: CBRL) today announced that Darryl “Chip” Wade, 58, has been appointed to the company’s Board of Directors, effective immediately.

The fifth new director named to the Board in the last four years, Mr. Wade’s appointment is the result of the Company’s robust board succession and refreshment program – a core element of the Board’s larger, ongoing commitment to alignment with and accountability to shareholders.

Mr. Wade is President of Union Square Hospitality Group, LLC (USHG), the parent company of numerous award-winning and acclaimed restaurants such as Union Square Cafe, Gramercy Tavern, and The Modern, as well as a multifaceted catering and events and restaurant consulting business. Mr. Wade joined USHG in 2019 after having served as the EVP of Operations for Red Lobster Seafood Company, a position he held for several years, both while it was owned by Darden Restaurants, Inc. and after its divestiture to Golden Gate Capital.

During his extensive four-decade career in the restaurant industry, Mr. Wade also served as the Chief Operations Officer for Legal Sea Foods Restaurant Group and held several senior executive positions at Darden, including Senior Vice President of Smokey Bones BBQ and the Director of Revitalization for Olive Garden Restaurants. Mr. Wade began his career in 1985, as a general manager for TGI Friday’s in Boston, and spent his first 14 years with TGIF and its parent, Carlson Restaurants Worldwide, including as Executive Director of Human Resources and Executive Director of Non-Traditional Development and Domestic Franchise Sales. Mr. Wade holds a Master of Business Administration degree from the University of Texas at Dallas, a Bachelor of Science degree from Widener University, and an Associate of Culinary Arts degree from Johnson & Wales University.

Norm Johnson, the Chairman of the Company’s Nominating and Governance Committee, stated, “As we have discussed with our shareholders as part of our annual engagement process, Cracker Barrel’s Board is committed to a thoughtful succession planning and Board refreshment process. Our ability to continually recruit directors of Chip’s caliber is a testament to the strength of our Board and our company, as well as the thoroughness of those processes. Chip is the third new director we’ve added in the last twelve months and the fifth we’ve added in the last four years.”

William McCarten, Chairman of the Cracker Barrel Board of Directors, added, “Chip brings with him a deep knowledge of the casual dining industry and a wealth of experience with various concepts, including as the current leader of one of the country’s most innovative and admired restaurant and food-service organizations. Not only is Chip an accomplished operator and leader, but he understands the strategic imperatives of Cracker Barrel and the casual dining industry. A long-time admirer and guest of Cracker Barrel, he knows our brand well. We anticipate Chip’s deep industry expertise will add not only a highly-relevant strategic perspective to our Boardroom but also meaningful insight for our management team.”

About Cracker Barrel Old Country Store, Inc.

Cracker Barrel Old Country Store, Inc. (Nasdaq: CBRL) shares warm welcomes and friendly service while offering guests high-quality homestyle food and unique shopping — all at a fair price. By creating a world filled with hospitality through an experience that combines dining and shopping, guests are cared for like family. Established in 1969 in Lebanon, Tenn., Cracker Barrel and its affiliates operate more than 660 company-owned Cracker Barrel Old Country Store[®] locations in 45 states and own the fast-casual Maple Street Biscuit Company. For more information about the company, visit www.crackerbarrel.com.

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