

Registration No. _____

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

CBRL GROUP, INC.

(Exact name of registrant as specified in its charter)

Tennessee
(State or other jurisdiction
of incorporation or organization)

62-1749513
(U.S. Employer
Identification No.)

106 Castle Heights Avenue N.
Lebanon, Tennessee
(Address of Principal Executive Offices)

37087
(Zip Code)

CBRL GROUP, INC.
AMENDED AND RESTATED STOCK OPTION PLAN
CBRL GROUP, INC.
AMENDED AND RESTATED 1989 STOCK OPTION PLAN
FOR NON-EMPLOYEE DIRECTORS
CBRL GROUP, INC.
AMENDED AND RESTATED 1987 STOCK OPTION PLAN
CBRL GROUP, INC.
AMENDED AND RESTATED INCENTIVE STOCK OPTION PLAN OF 1982
(Full Title of the Plans)

James F. Blackstock, Esq.
Vice President, Secretary and General Counsel
CBRL Group, Inc.
305 Hartmann Drive
Lebanon, Tennessee 37087
(615) 444-5533
(Name, address, including zip code, and telephone number,
including area code, of agent for service)

Copies to:

Clifford A. Roe, Jr., Esq.
Susan B. Zaunbrecher, Esq.
Dinsmore & Shohl LLP
255 East Fifth Street
Cincinnati, Ohio 45202
(513) 977-8200

EXPLANATORY NOTE
POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8

This post-effective amendment is being filed pursuant to Rule 414 under the Securities Act of 1933, as amended (the "Securities Act"), to reflect the creation of a holding company structure within which the business of Cracker Barrel Old County Store, Inc., a Tennessee corporation ("Cracker Barrel") will be conducted as a wholly-owned subsidiary of CBRL Group, Inc., a Tennessee corporation ("Registrant"). The creation of the holding company structure was effected pursuant to a Plan of Merger (the "Plan of Merger") by and among CBRL Acquisition Corp., a Tennessee corporation and a wholly-owned subsidiary of Registrant ("Acquisition Corp."), Cracker Barrel and Registrant. The Plan of Merger provided for, among other things, the merger (the "Merger") of Acquisition Corp. with and into Cracker Barrel, with Cracker Barrel as the surviving corporation. The Plan of Merger was

/s/ Robert V. Dale June 9, 1999

Robert V. Dale

/s/ Dan W. Evins June 9, 1999

Dan W. Evins

/s/ Edgar W. Evins June 9, 1999

Edgar W. Evins

/s/ Robert C. Hilton June 9, 1999

Robert C. Hilton

/s/ Charles E. Jones, Jr. June 9, 1999

Charles E. Jones, Jr.

/s/ Charles T. Lowe, Jr. June 9, 1999

Charles T. Lowe, Jr.

/s/ B.F. Lowery June 9, 1999

B.F. Lowery

/s/ Gordon L. Miller June 9, 1999

Gordon L. Miller

/s/ Martha M. Mitchell June 9, 1999

Martha M. Mitchell

/s/ Jimmie D. White June 9, 1999

Jimmie D. White