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

FORM 8-A/A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
Pursuant to Section 12(b) or (g) of The
Securities Exchange Act of 1934

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, P.O. Box 787
Lebanon, Tennessee
(Address of Principal Executive Offices)

37088-0787
(Zip Code)

Registrant's telephone number, including area code: (615) 444-5533
Not Applicable
(Former name or former address if changed since last report.)

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), 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), please check the following box:

Securities Act registration statement file number to which this form relates: Not Applicable

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

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

None
(Title of Each Class)

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 10, 2012.

Item 1. Description of Registrant's Securities to be Registered.

Item 1 is hereby amended and supplemented as follows:

On August 9, 2015, the "Final Expiration Date" occurred under the Amended and Restated Rights Agreement dated as of April 9, 2012, 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.

<u>Exhibit Number</u>	<u>Description</u>
4.1	Rights Agreement, dated as of April 9, 2012, 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 Exhibit 4.1 to Cracker Barrel Old Country Store, Inc.'s Form 8-K filed on April 10, 2012).

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, 2015

By: /s/ Lawrence E. Hyatt

Name: Lawrence E. Hyatt

Title: Senior Vice President and Chief Financial
Officer

EXHIBIT INDEX

**Exhibit
Number**

Description

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