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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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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 25, 2005

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CBRL GROUP, INC.

Tennessee

0-25225

62-1749513

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(State or Other Jurisdiction  
of Incorporation)

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(Commission File Number)

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(I.R.S. Employer  
Identification No.)

305 Hartmann Drive, Lebanon, Tennessee 37087

(615) 444-5533

Check the appropriate box 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.13e-4(c))

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Item 7.01. Regulation FD Disclosure.

On February 25, 2005, CBRL Group, Inc. issued the press release that is furnished as Exhibit 99 to this Current Report on Form 8-K, which by this reference is incorporated herein as if copied verbatim, announcing that its Board of Directors had authorized the repurchase of up to 2 million additional shares of its common stock and declared a cash dividend of twelve cents per share, payable on May 9, 2005 to shareholders of record as of April 15, 2005.

Item 9.01. Financial Statements and Exhibits.

(a) Financial Statements. None

(b) Pro Forma Financial Information. None

(c) Exhibits.

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 25, 2005

CBRL GROUP, INC.

By: /s/ James F. Blackstock

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Name: James F. Blackstock  
Title: Senior Vice President, General  
Counsel and Secretary

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CBRL GROUP, INC.  
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Contact: Lawrence E. White  
Senior Vice President,  
Finance and Chief Financial Officer  
(615) 443-9869

CBRL GROUP, INC. ANNOUNCES A NEW SHARE REPURCHASE  
AUTHORIZATION FOR 2 MILLION SHARES  
AND DECLARES TWELVE CENTS PER SHARE QUARTERLY DIVIDEND

LEBANON, Tenn. - (February 25, 2005) - 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. Additionally, the Board of Directors has declared a dividend of twelve cents per share, payable on May 9, 2005 to shareholders of record as of April 15, 2005. The Company had approximately 47.9 million shares outstanding at the end of its second fiscal quarter on January 28, 2005.

The Company has just over 100,000 shares remaining under its previous 2 million share repurchase authorization announced in May 2004. Thus far this fiscal year, the Company has repurchased approximately 2.8 million shares of its common stock for total consideration of approximately \$107.1 million, or an average of \$38.65 per share. Since its first share repurchase authorization in fiscal 1999, the Company has repurchased just over 25.5 million shares of its common stock for total consideration of approximately \$700.8 million, or an average of \$27.47 per share.

Headquartered in Lebanon, Tennessee, CBRL Group, Inc. presently operates 517 Cracker Barrel Old Country Store restaurants and gift shops located in 41 states and 119 company-operated and 22 franchised Logan's Roadhouse restaurants in 18 states.

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