

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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Schedule TO

TENDER OFFER STATEMENT UNDER SECTION 14(D)(1) OR 13(E)(1) OF  
THE SECURITIES EXCHANGE ACT OF 1934

Amendment No. 2

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**CBRL Group, Inc.**  
**(Name of Subject Company (Issuer))**

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**CBRL Group, Inc.**  
**(Name of Filing Person (Offeror and Issuer))**

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**Common Stock, Par Value \$0.01 Per Share**  
**(including the associated common stock purchase rights)**  
**(Title of Class of Securities)**

**Common Stock: 12489V106**  
**(CUSIP Number of Class of Securities)**

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**Lawrence E. White**  
**Senior Vice President - Finance and Chief Financial Officer**  
**CBRL Group, Inc.**  
**305 Hartmann Drive,**  
**P.O. Box 787**  
**Lebanon, Tennessee 37088-0787**  
**Telephone: (615) 443-9869**  
**(Name, Address and Telephone Number of Person Authorized**  
**to Receive Notices and Communications on Behalf of Filing Persons)**

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*Copies to:*

**Gary M. Brown**  
**Lauren K. Kuzur**  
**Baker, Donelson, Bearman, Caldwell & Berkowitz, PC**  
**Commerce Center, Suite 1000**  
**211 Commerce Street**  
**Nashville, Tennessee 37201**  
**Telephone: (615) 726-5600**

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**CALCULATION OF FILING FEE**

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**Transaction Valuation\***  
**\$249,780,000**

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**Amount of Filing Fee\*\***  
**\$26,727**

\* Estimated solely for purposes of determining the amount of the filing fee. Pursuant to Rule 0-11(b)(1) of the Securities Exchange Act of 1934, as amended, the Transaction Valuation was calculated assuming that an aggregate of 5,430,000 shares of common stock, par value

\$0.01 per share are purchased at the maximum possible tender offer price of \$46.00 per share.

\*\* The amount of the filing fee, calculated in accordance with Rule 0-11(b)(1) of the Securities Exchange Act of 1934, as amended, equals \$107.00 per million of the value of the transaction.

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Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$26,727

Filing Party: CBRL Group, Inc.

Form or Registration No.: Schedule TO

Date Filed: December 13, 2006

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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This Amendment No. 2 amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Commission on December 13, 2006 as amended and supplemented by Amendment No. 1 to the Tender Offer Statement filed with the Commission on January 3, 2007 (the "Schedule TO") by CBRL Group, Inc. a Tennessee corporation ("CBRL" or the "Company"), relating to the tender offer by the Company to purchase for cash up to 5,430,000 shares of its common stock, par value \$0.01 per share, including the associated common stock purchase rights issued under the Rights Agreement dated as of September 7, 1999, between CBRL and Computershare Trust Company, N.A., as rights agent, at a price not more than \$46.00 nor less than \$42.00 per share, net to the seller in cash, without interest, upon the terms and subject to the conditions set forth in the offer to purchase (the "Offer to Purchase") and the related letter of transmittal (the "Letter of Transmittal"), which are dated December 13, 2006 and were respectively filed with the Commission on December 13, 2006, as Exhibit (a)(1)(A) and on January 3, 2007 as Exhibit (a)(1)(B) to the Company's Schedule TO. The information contained in the Offer to Purchase and the related Letter of Transmittal is incorporated in this Amendment No. 2 to the Schedule TO by reference in response to all of the applicable items in the Schedule TO, except that such information is hereby amended or supplemented to the extent specifically provided herein.

**Item 11. Additional Information**

On January 12, 2007, the Company issued a press release announcing the preliminary results of the tender offer, which expired at 12:00 Midnight, New York City time, on January 11, 2007. A copy of the press release is filed as Exhibit (a)(5)(E) to this Schedule TO and is incorporated herein by reference.

**Item 12. Exhibits**

(a)(5)(E) Press Release dated January 12, 2007 (announcing preliminary results of the tender offer)

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**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

CBRL GROUP, INC.

By: /s/ N.B. Forrest Shoaf

Name: N.B. Forrest Shoaf  
Title: Senior Vice President,  
Secretary and General Counsel

Dated: January 12, 2007

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## EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
(a)(1)(A)	Offer to Purchase, dated December 13, 2006*
(a)(1)(B)	Letter of Transmittal (including Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9)**
(a)(1)(C)	Notice of Guaranteed Delivery*
(a)(1)(D)	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, dated December 13, 2006*
(a)(1)(E)	Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, dated December 13, 2006*
(a)(1)(F)	Letter to Employees in the CBRL Group, Inc. Payroll Stock Purchase Program*
(a)(1)(G)	Instruction Letter to Employees in the CBRL Group, Inc. Payroll Stock Purchase Program*
(a)(2)-(a)(4)	Not applicable
(a)(5)(A)	Press Release dated December 6, 2006 (incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K for the period ended November 30, 2006 and filed with the SEC on December 6, 2006)
(a)(5)(B)	Letter to Shareholders from the President and Chief Executive Officer, dated December 13, 2006*
(a)(5)(C)	Press Release dated December 13, 2006*
(a)(5)(D)	Summary Advertisement Published in the New York Times on December 13, 2006*
(a)(5)(E)	Press Release dated January 12, 2007 (announcing preliminary results of the tender offer)
(d)(1)	Rights Agreement dated September 7, 1999 (incorporated by reference to Exhibit 1 to the Company's Registration Statement on Form 8-A12G filed with the SEC on September 21, 1999)
(d)(2)	Amended and Restated Stock Option Plan (incorporated by reference to Exhibit 10(g) to the Company's Annual Report on Form 10-K for the fiscal year ended July 30, 1999 and filed with the SEC on October 26, 1999)
(d)(3)	2000 Non-Executive Stock Option Plan (incorporated by reference to Exhibit 10(i) to the Company's Annual Report on Form 10-K for the fiscal year ended August 2, 2002 and filed with the SEC on October 25, 2002)
(d)(4)	The Company's 1989 Non-Employee Director's Stock Option Plan, as amended (incorporated by reference to the Company's Annual Report on Form 10-K for the fiscal year ended August 2, 1991 and filed with the SEC on October 29, 1991)
(d)(5)	2002 Omnibus Incentive Compensation Plan (incorporated by reference to Exhibit 10(i) to the Company's Annual Report on Form 10-K for the fiscal year ended August 1, 2003 and filed with the SEC on October 15, 2003)

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- (d)(6) Amendment No. 1 to Omnibus Incentive Compensation Plan (incorporated by reference to Exhibit 10(i) to the Company's Annual Report on Form 10-K for the fiscal year ended July 29, 2005 and filed with the SEC on September 26, 2005)
- (d)(7) 2006 Success Plan (incorporated by reference to Exhibit (d)(12) to the Company's Schedule TO filed with the SEC on March 31, 2006)
- (d)(8) Form of Restricted Stock Award (incorporated by reference to Exhibit 10(j) to the Company's Annual Report on Form 10-K for the fiscal year ended July 29, 2005 and filed with the SEC on September 26, 2005)
- (d)(9) Form of Stock Option Award under the Amended and Restated Stock Option Plan (incorporated by reference to Exhibit 10(k) to the Company's Annual Report on Form 10-K for the fiscal year ended July 29, 2005 and filed with the SEC on September 26, 2005)
- (d)(10) Form of Stock Option Award under the Omnibus Plan (incorporated by reference to Exhibit 10(l) to the Company's Annual Report on Form 10-K for the fiscal year ended July 29, 2005 and filed with the SEC on September 26, 2005)
- (d)(11) Form of Success Award Notice under the 2006 Success Plan (incorporated by reference to Exhibit (d)(13) to the Company's Schedule TO filed with the SEC on March 31, 2006)
- (d)(12) Executive Employment Agreement dated as of August 1, 2005 between Michael A. Woodhouse and the Company (incorporated by reference to Exhibit 10(m) to the Company's Annual Report on Form 10-K for the fiscal year ended July 29, 2005 and filed with the SEC on September 26, 2005)
- (d)(13) Director Compensation Policy (incorporated by reference to the Company's Current Report on Form 8-K for the period ended July 28, 2005 and filed with the SEC on August 1, 2005 and Current Report on Form 8-K for the period ended July 27, 2006 and filed with the SEC on August 1, 2006)
- (e) Not applicable
- (g) Not applicable
- (h) Not applicable

\* Previously filed on Schedule TO-I on December 13, 2006

\*\* Previously filed on Schedule TO-I/A on January 3, 2007

[CBRL GROUP, INC. LOGO]

POST OFFICE BOX 787  
LEBANON, TENNESSEE  
37088-0787

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C B R L G R O U P, I N C.

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Investor Contact: Diana S. Wynne  
Senior Vice President, Corporate Affairs  
(615) 443-9837

Media Contact: Julie K. Davis  
Director, Corporate Communications  
(615) 443-9266

**CBRL GROUP ANNOUNCES PRELIMINARY RESULTS OF TENDER OFFER,  
ANNOUNCES DIVIDEND RECORD AND PAYMENT DATES**

LEBANON, Tenn. (January 12, 2007) -- CBRL Group, Inc. (the "Company") (Nasdaq: CBRL) announced today the preliminary results of its modified "Dutch Auction" tender offer to purchase up to 5,430,000 shares of the Company's common stock, which expired at 12:00 midnight, New York City time on January 11, 2007.

Based on the preliminary count by Computershare Trust Company, N.A., the depository for the tender offer, approximately 6.3 million shares were validly tendered and not withdrawn, including approximately 2.6 million shares tendered through notice of guaranteed delivery. At this time, the Company expects that it will purchase 5,430,000 shares in the tender offer, subject to proration, at the maximum price of \$46.00 per share. The number of shares to be purchased and the price per share are preliminary, are based on the shares tendered through notice of guaranteed delivery being validly tendered and are subject to verification by the depository, and are therefore subject to change. The final purchase price and the proration factor, if any, will be announced promptly following completion of the verification process. Payment of the shares accepted for purchase, and return of all other shares tendered, will occur promptly after completion of the final purchase price and proration computations, if applicable.

The Company also announced that the regular dividend to common shareholders of \$0.14 per share declared on November 28, 2006, will be payable on February 8, 2007 to shareholders of record on January 22, 2007. Shareholders whose shares were tendered and accepted for payment in the tender offer will not receive this dividend.

Any questions with regard to the tender offer may be directed to D.F. King & Co., the information agent, at (800)848-2998. The dealer manager for the tender offer was Wachovia Securities. Wachovia Securities is the trade name for the corporate, investment banking, and capital markets businesses of Wachovia Corporation and its subsidiaries, including Wachovia Capital Markets, LLC (WCM) and Wachovia Securities Limited. Wachovia Securities is also the trade name for the retail brokerage

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businesses of WCM's affiliates, Wachovia Securities, LLC, Wachovia Securities Financial Networks, LLC, Wexford Clearing, LLC, and First Clearing, LLC.

Headquartered in Lebanon, Tennessee, CBRL Group, Inc. presently operates 552 Cracker Barrel Old Country Store<sup>®</sup> restaurants and gift shops located in 41 states.

**Cautionary Statement Regarding Forward Looking Information**

*Except for specific historical information, many of the matters discussed in this press release may express or imply projections of revenues or expenditures, statements of plans and objectives or future operations or statements of future economic performance. These, and similar statements are forward-looking statements concerning matters that involve risks, uncertainties and other factors which may cause the actual performance of CBRL Group, Inc. and its subsidiaries to differ materially from those expressed or implied by this discussion. Forward-looking statements generally can be identified by the use of forward-looking terminology such as "trends," "assumptions," "target," "guidance," "outlook," "opportunity," "future," "plans," "goals," "objectives," "expectations," "near-term," "long-term," "projection," "may," "will," "would," "could," "expect," "intend," "estimate," "anticipate," "believe," "potential," "regular," or "continue" (or the negative or other derivatives of each of these terms) or similar terminology. Factors which could materially affect actual results include, but are not limited to: successful completion of the Tender Offer and other share repurchase authorizations; the effects of incurring substantial indebtedness and associated restrictions on the Company's financial and operating flexibility and ability to execute or pursue its operating plans and objectives; the effects of uncertain consumer confidence, higher costs for energy, consumer debt payments, or general or regional economic weakness, or weather on sales and customer travel, discretionary income or personal expenditure activity of our customers; the ability of the Company to identify, acquire and sell successful new lines of retail merchandise and new menu items at our restaurants; the ability of the Company to sustain or the effects of plans intended to improve operational execution and performance; changes in or implementation of additional governmental or regulatory rules, regulations and interpretations affecting tax, wage and hour matters, health and safety, pensions, insurance or other undeterminable areas; the effects of plans intended to promote or protect the Company's brands and products; commodity, workers compensation, group health and utility price changes; consumer behavior based on negative publicity or concerns over nutritional or safety aspects of the Company's products or restaurant food in general, including concerns about E. coli bacteria, hepatitis A, "mad cow" disease, "foot-and-mouth" disease, and bird flu, as well as the possible effects of such events on the price or availability of ingredients used in our restaurants; changes in interest rates or capital market conditions affecting the Company's financing costs or ability to obtain financing or execute initiatives; the effects of business trends on the outlook for individual restaurant locations and the effect on the carrying value of those locations; the ability of the Company to retain key personnel during and after the restructuring process; the ability of and cost to the Company to recruit, train, and retain qualified hourly and management employees; the effects of increased*

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*competition at Company locations on sales and on labor recruiting, cost, and retention; the availability and cost of suitable sites for restaurant development and our ability to identify those sites; changes in building materials and construction costs; the actual results of pending, future or threatened litigation or governmental investigations and the costs and effects of negative publicity associated with these activities; practical or psychological effects of natural disasters or terrorist acts or war and military or government responses; disruptions to the company's restaurant or retail supply chain; changes in foreign exchange rates affecting the Company's future retail inventory purchases; implementation of new or changes in interpretation of existing accounting principles generally accepted in the United States of America ("GAAP"); effectiveness of internal controls over financial reporting and disclosure; and other factors described from time to time in the Company's filings with the Securities and Exchange Commission, press releases, and other communications.*

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