

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 5, 2005

CBRL GROUP, INC.

Tennessee

0-25225

62-1749513

(State or Other Jurisdiction  
of Incorporation)

(Commission File Number)

(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))

Item 1.01. Entry into a Material Definitive Agreement

On April 5, 2005 CBRL Group, Inc. (the "Company") announced that it had elected N.B. Forrest Shoaf as Senior Vice President, Secretary and General Counsel. Mr. Shoaf will receive an annual salary of \$300,000 and an annual target bonus (based upon targets relating to net income, revenue growth and margin improvement) in the amount of 80% of his base salary. Mr. Shoaf also will receive a long-term incentive target award (based upon targets relating to revenue growth and return on capital) in the amount of 100% of his base salary, which consists of an annual stock option grant and combination payment of stock and cash under the Company's Mid-Term Incentive and Retention Plan, that vests at the end of fiscal year 2007. Mr. Shoaf, upon commencement of his duties with the Company on April 11, 2005, will receive a restricted stock grant of 7,000 shares, which vest 60% at the end of three years, 20% at the end of four years and 20% at the end of five years. He also will receive a stock option grant of 7,000 shares, which vest over a three year period. As an officer, Mr. Shoaf will be eligible to participate in the Company's benefit programs that are available to other senior executives.

Item 7.01. Regulation FD Disclosure.

On April 6, 2005, the Company issued a press release, which is furnished hereto as Exhibit 99 and incorporated by reference as if fully set forth herein,

announcing that N.B. Forrest Shoaf has been elected Senior Vice President,  
Secretary and General Counsel.

Item 9.01. Financial Statements and Exhibits.

(a) Financial Statements. None

(b) Pro Forma Financial Information. None

(c) Exhibits.

99 Press Release issued by CBRL Group, Inc. dated April 6, 2005

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: April 7, 2005

CBRL GROUP, INC.

By: /s/ Lawrence E. White

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Name: Lawrence E. White  
Title: Senior Vice President, Finance and  
Chief Financial Officer

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CBRL GROUP, INC.  
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Contact: Julie Davis  
Communications Director  
615-443-9266

CBRL GROUP NAMES SHOAF GENERAL COUNSEL

LEBANON, Tenn. (April 6, 2005) - CBRL Group, Inc. (Nasdaq: CBRL) today announced that its Board of Directors has elected N.B. Forrest Shoaf as Senior Vice President, Secretary and General Counsel. Shoaf has worked in the investment banking industry since 1996, most recently as a Managing Director of Investment Banking for Avondale Partners, LLC, headquartered in Nashville, Tennessee. He was formerly a Managing Director of J.C. Bradford's Corporate Finance Department from 1996-2000 and a Managing Director in Morgan Keegan's investment banking group and head of its Nashville Corporate Finance Office from 2000-2002. Prior to his investment banking career, Shoaf was in private practice of law, concentrating on corporate finance, as a partner with Bass, Berry and Sims. He served twelve years in the United States Army as an infantry officer, resigning his commission as a major. Shoaf received his undergraduate degree from West Point and his law degree from Harvard Law School.

Commenting on the news, Michael A. Woodhouse, Chairman, President and Chief Executive Officer of CBRL Group, Inc. said, "We are very pleased to have an opportunity to add Forrest to our management team. His strong background in corporate law includes significant experience working with clients in our industry, and he is very familiar with CBRL Group."

Shoaf replaces James F. Blackstock, who resigned his position effective April 5, 2005 and had served as CBRL's general counsel since 1996, and who has agreed to remain with the Company as a consultant through September 2005. Woodhouse commented, "We greatly appreciate Jim's contributions over the years as our general counsel and for his agreement to remain as an in-house consultant in the coming months. We also wish him well in his future endeavors."

Headquartered in Lebanon, Tennessee, CBRL Group, Inc., through its subsidiaries, presently operates 519 Cracker Barrel Old Country Store(R) restaurants and gift shops located in 41 states and 123 company-operated and 22 franchised Logan's Roadhouse(R) restaurants in 18 states.

Except for specific historical information, the matters discussed in this press release are forward-looking statements that involve risks, uncertainties and other factors that may cause actual results and performance of CBRL Group, Inc. to differ materially from those expressed or implied by this discussion. All forward-looking information is provided by the Company pursuant to the safe harbor established under the Private Securities Litigation Reform Act of 1995 and should be evaluated in the context of these factors. Forward-looking statements generally can be identified by the use of forward-looking terminology such as "assumptions", "target", "guidance", "plans", "projection", "may", "will", "would", "expect", "intend", "estimate", "anticipate", "believe", "potential" or "continue" (or the negative or other derivatives of each of these terms) or similar terminology. Factors which will affect actual results include,

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but are not limited to: the effects of uncertain consumer confidence or general or regional economic weakness on sales and customer travel activity; the ability of the Company to identify, acquire and sell successful new lines of retail merchandise; the availability and cost of acceptable sites for development and the Company's ability to identify such sites; commodity, workers' compensation, group health and utility price changes; consumer behavior based on concerns over nutritional or safety aspects of the Company's products or restaurant food in general; competitive marketing and operational initiatives; 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 accounting, tax, wage and hour matters, health and

safety, pensions, insurance or other undeterminable areas; practical or psychological effects of terrorist acts or war and military or government responses; the effects of increased competition at Company locations on sales and on labor recruiting, cost, and retention; increases in construction costs; the ability of and cost to the Company to recruit, train, and retain qualified restaurant hourly and management employees; disruptions to the company's restaurant or retail supply chain; changes in foreign exchange rates affecting the Company's future retail inventory purchases; the actual results of pending or threatened litigation or governmental investigations; the costs and effects of negative publicity associated with Company operations or political or charitable activities; changes in accounting principles generally accepted in the United States of America or changes in capital market conditions that could affect valuations of restaurant companies in general or the Company's goodwill in particular; changes in interest rates affecting the Company's financing costs; and other factors described from time to time in the Company's filings with the SEC, press releases, and other communications.

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