

**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): November 18, 2022 (November 17, 2022)

**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, Lebanon, Tennessee 37087**  
(Address of Principal Executive Offices) (Zip code)

**(615) 444-5533**  
(Registrant's Telephone Number, Including Area Code)

**Not Applicable**  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below 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 240.13e-4(c))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock (Par Value \$0.01)	CBRL	The Nasdaq Stock Market LLC (Nasdaq Global Select Market)
Rights to Purchase Series A Junior Participating Preferred Stock (Par Value \$0.01)		

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

The Company's 2022 annual meeting of shareholders (the "Annual Meeting") was held on November 17, 2022. On November 17, 2022, Corporate Election Services, Inc., the inspector of election for the Annual Meeting ("CES"), delivered its certification of final voting results for the Annual Meeting to the Company. The final voting results reflect that a total of 19,095,731 shares of the Company's common stock, out of a total of 22,167,663 shares of common stock outstanding and entitled to vote as of September 30, 2022, the record date, were present in person or represented by proxies at the Annual Meeting, and that the results for each proposal presented to the shareholders at the Annual Meeting are as set forth below:

**Management Proposals:**

1. Election to the Board of the following 11 director nominees:

	<b>For</b>	<b>Withheld</b>
Thomas H. Barr	15,278,337	268,763
Carl T. Berquist	15,370,013	177,087
Jody L. Bilney	15,276,995	270,105
Sandra B. Cochran	14,985,787	561,313
Meg G. Crofton	15,311,478	235,622
Gilbert R. Dávila	15,316,965	230,135
William W. McCarten	14,946,584	600,516
Coleman H. Peterson	14,560,438	986,662
Gisel Ruiz	15,273,803	273,297
Darryl L. Wade	15,371,356	175,744
Andrea M. Weiss	14,448,213	1,098,887

The following 11 directors were elected at the Annual Meeting: Thomas H. Barr, Carl T. Berquist, Jody L. Bilney, Sandra B. Cochran, Meg G. Crofton, Gilbert R. Dávila, William W. McCarten, Coleman H. Peterson, Gisel Ruiz, Darryl L. Wade, and Andrea M. Weiss. In addition, CES has advised the Company that there were 3,548,631 broker non-votes on proposal 1.

2. Approval, on an advisory basis, of the compensation of the Company's named executive officers as disclosed in the Company's 2022 proxy statement:

<b>For</b>	<b>Against</b>	<b>Abstentions</b>
14,961,752	472,512	112,826

CES has advised the Company that there were 3,548,641 broker non-votes on proposal 2.

3. Ratification of the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the Company's 2023 fiscal year:

<b>For</b>	<b>Against</b>	<b>Abstentions</b>
18,313,107	736,497	46,127

CES has advised the Company that there were no broker non-votes on proposal 3.

---

**SIGNATURES**

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.

Date: November 18, 2022

CRACKER BARREL OLD COUNTRY STORE, INC.

By: /s/ Richard M. Wolfson

Name: Richard M. Wolfson

Title: Senior Vice President, General Counsel and Corporate Secretary

---