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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): September 13, 2001

CBRL GROUP, INC.

Tennessee ----- (State or Other Jurisdiction of Incorporation)	0-25225 ----- (Commission File Number)	62-1749513 ----- (I.R.S. Employer Identification No.)
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305 Hartmann Drive, Lebanon, Tennessee 37087
(615) 444-5533

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ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

- (a) Financial Statements. None.
- (b) Pro Forma Financial Information. None.
- (c) Exhibits. See Exhibit Index immediately following the signature page hereto.

ITEM 9. REGULATION FD DISCLOSURE.

On September 13, 2001, CBRL Group, Inc. issued the press release that is attached as Exhibit 99 to this Current Report on Form 8-K, which by this reference is incorporated herein as if copied verbatim, with respect to certain fiscal-year-end and quarter-end financial and other information.

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: September 13, 2001 CBRL GROUP, INC.

By: /s/ James F. Blackstock

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

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EXHIBIT INDEX

Exhibit No. -----	Description -----	Page No. -----
99	Press Release issued by CBRL Group, Inc. on September 13, 2001.	

Contact: Lawrence E. White
 Senior Vice President,
 Finance and Chief
 Financial Officer
 615-444-5533

CBRL GROUP, INC. ANNOUNCES SUCCESSFUL, ON-TARGET FOURTH QUARTER AND
 YEAR-END RESULTS, AND CONTINUING IMPROVEMENT IN CURRENT SALES TRENDS
 AND EARNINGS GUIDANCE FOR FISCAL 2002

LEBANON, Tenn. (September 13, 2001) - CBRL Group, Inc. (Nasdaq: CBRL) today announced that results for its fourth quarter and fiscal year ended August 3, 2001, were on-target with previously disclosed Company estimates. The Company also disclosed information on current trends and earnings guidance for its current fiscal first quarter and full year.

- * Fourth quarter 2001 diluted earnings per share of \$0.48 before previously disclosed charges, up 14% from last year, and on-target with the Company's guidance during the quarter; full-year fiscal 2001 diluted earnings per share before charges of \$1.30 compared with \$1.11 before charges in fiscal 2000
- * Fourth quarter 2001 comparable store restaurant sales up 4.0% in its Cracker Barrel Old Country Store(R) units from a year earlier; retail comparable store sales down 1.3% for the quarter, an improvement from earlier reported trends; Logan's Roadhouse(R) comparable store sales down 1.9%, also an improvement from earlier disclosed trends
- * Current sales trends positive in all key areas; current fiscal 2002 quarter-to-date Cracker Barrel Old Country Store comparable store restaurant sales up approximately 5% from a year ago, comparable store retail sales up approximately 1%, and Logan's Roadhouse comparable store sales up approximately 1.5%
- * Estimated current quarter diluted earnings per share of up to the mid-\$0.30's compared with \$0.30 in the first quarter of the prior fiscal year; full year fiscal 2002 diluted earnings per share growth targets of 15% or better compared with the \$1.30 (before the effect of charges) reported today for fiscal 2001
- * Expected net free cash flow of \$60 million after capital expenditures in fiscal 2002

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Details of the announcement follow.

For the fourth quarter ended August 3, 2001, the Company reported net income before the effect of exiting its Carmine Giardini's business, closing seven other units, and providing for the estimated settlement of certain litigation ("before charge effect") of \$27.1 million, or \$0.48 per share (diluted), compared with net income of \$23.7 million, or \$0.42 per share (diluted), for the fourth fiscal quarter of 2000. The results were consistent with the earlier guidance by the Company, that diluted earnings per share before charge effect were expected to be in the high \$0.40's range. Actual net income and earnings per share (diluted) including the charges were \$2.6 million and \$0.05 per share, respectively. The improvement in the fourth quarter of fiscal 2001 over the fourth quarter of fiscal 2000 before charge effect was approximately 14% in both net income and in diluted earnings per share.

The charges taken in the fourth fiscal quarter reflected the costs of exiting the Company's Carmine Giardini's restaurant and gourmet market business and closing seven other units in the Company's Cracker Barrel Old Country Store and Logan's Roadhouse concepts, as well as an accrual for a settlement proposal for a certain collective action lawsuit under the Fair Labor Standards Act not considered routine litigation incidental to the

Company's business. The pre-tax cost of exiting the Carmine Giardini's business and closing seven other units included the following: \$10.4 million for write-off of goodwill related to the original acquisition of the Carmine Giardini's business; \$14.8 million for loss on disposition of inventories and property and equipment net of projected sales proceeds; and \$4.4 million for estimated lease termination expenses, severance costs, and other incidental costs of exiting and closing. The accrual for estimated settlement of litigation was \$3.5 million. These charges are reflected in the Company's consolidated statements of income for the fourth quarter and full fiscal year ended August 3, 2001, as follows: cost of goods sold, \$0.7 million; labor and other related expenses, \$0.9 million; other store operating expenses, \$20.6 million; general and administrative expenses, \$0.5 million; and amortization of goodwill, \$10.4 million.

For the full fiscal year, net income before charge effect was \$73.7 million, or \$1.30 per share (diluted), increases of approximately 14% and 17%, respectively. Full year net income in the prior year was \$64.4 million, or \$1.11 per share (diluted) before the effect of previously reported charges of \$5.4 million, or \$0.09 per share, recorded in the prior year fiscal second quarter as a result of management changes and resulting refocused priorities.

The following table summarizes the results before the effect of charges and actual results:

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	Fourth Quarter		Full Year	
	FY2001	FY2000	FY2001	FY2000
Net Income (in millions)				
Before effect of charges	\$27.1 (a)	\$23.7	\$73.7 (a)	\$64.4 (b)
Actual	\$ 2.6	\$23.7	\$49.2	\$59.0
Earnings per Share (diluted)				
Before effect of charges	\$0.48 (a)	\$0.42	\$1.30 (a)	\$1.11 (b)
Actual	\$0.05	\$0.42	\$0.87	\$1.02

(a) Results before effect of charges reflect earnings before charges taken in the fourth quarter of fiscal 2001 for exiting the Carmine Giardini's restaurant and gourmet market business, closing of seven other units, and providing for estimated settlement value of certain litigation

(b) Results before effect of charges reflect earnings before charges taken in the second quarter of fiscal 2000 principally as a result of management changes and resulting refocused priorities

Revenue for the fourth quarter in fiscal 2001 was \$544.1 million compared with \$470.9 million in fiscal 2000, an increase of 15.5%, of which \$40.5 million, or 8.6%, was the effect of one additional week in the 14-week fourth quarter of fiscal 2001. Comparable store sales (based on comparable calendar weeks) for the Cracker Barrel Old Country Stores concept increased 4.0% for restaurants, including increases of 3.2% in average check and 0.8% in guest traffic, and decreased 1.3% in retail. The Logan's Roadhouse concept recorded a comparable store sales decrease of 1.9%, reflecting 0.6% increase in average check and a 2.5% traffic decline. During the quarter, the Company opened two new Cracker Barrel Old Country Store units and no new Logan's Roadhouse units.

Revenue for the fiscal year was approximately \$2.0 billion compared with approximately \$1.8 billion in fiscal 2000, an increase of 10.8%, of which 2.3% was the effect of one additional week in the 53-week fiscal 2001. Comparable store sales for the Cracker Barrel Old Country Store concept increased 4.6% for restaurants, including 3.1% higher average check and 1.5% guest traffic improvement, and increased 1.1% in retail. The Logan's Roadhouse concept recorded a comparable store sales decrease of 1.1%, reflecting 1.3% higher average check and a 2.4% traffic decline. During the fiscal year, the Company opened 15 new Cracker Barrel Old Country Store units, and 13 new company-operated and one franchised Logan's Roadhouse units.

Commenting on the results, CBRL Group, Inc. President and Chief Executive Officer Michael A. Woodhouse said, "We are very pleased with the results reported today. We achieved the fourth quarter earnings improvements before the effect of charges as targeted in press releases throughout the

quarter. Our Cracker Barrel Old Country Store concept was within one-half of one percent of our plan for the year; its best relative performance in years. We've now had eight consecutive quarters of comparable store guest traffic improvements at the Cracker Barrel Old Country Store concept, an accomplishment last achieved in fiscal 1994. We recently have begun to see a restoration of positive comparable store

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sales and guest traffic in our Logan's Roadhouse concept. And, we successfully exited our Carmine Giardini's business."

The Company urges caution in considering its current trends and earnings targets as disclosed below. The restaurant industry is highly competitive; and trends and targets are subject to numerous factors and influences, some of which are discussed in the cautionary language at the end of this press release. Such trends and targets should not be assumed to be current after the date of this press release unless specifically updated by the Company. The Company assumes no obligation to update disclosed information on trends or targets other than in its periodic filings under Forms 10-K, 10-Q, and 8-K with the Securities and Exchange Commission.

Quarter-to-date comparable store sales in the Cracker Barrel Old Country Store concept increased approximately 5%, a rate that includes a higher average check of approximately 3-3.5% and guest traffic improvement of approximately 1.5-2%, reflecting particularly strong trends before Labor Day. During the fourth quarter of fiscal 2001 the Company took estimated menu price increases of approximately 1.3%. Quarter-to-date Cracker Barrel Old Country Store concept comparable store retail sales have been higher than prior year by approximately 1%, more than accounted for by a recent highly successful clearance sale. Quarter-to-date comparable store sales trends for the Logan's Roadhouse concept have been higher than prior year by approximately 1.5%. This trend includes a higher average check of approximately 0.5% compared with the same period last year, and increased guest traffic of approximately 1%.

The Company has opened one new Cracker Barrel Old Country Store unit thus far this quarter. It presently expects to open two more new units before quarter-end, with a total of 20 new units to be opened during the fiscal year. One new Logan's Roadhouse unit has been opened during the quarter, with three more expected before quarter-end and a total of nine during the fiscal year.

After projected capital expenditures of approximately \$100-105 million, the Company expects to generate net positive free cash flow of \$60 million or more during fiscal 2002 but has not yet determined how such cash flow will be used. At the present time, consideration is being given to reducing debt and to repurchasing shares of its common stock. Any decision to repurchase shares will be announced prior to the commencement of any repurchase activities.

The Company's present estimate for diluted earnings per share in the first quarter of fiscal 2002 is up to the mid-\$0.30's per share, compared with \$0.30 in the first quarter of fiscal 2001, reflecting continuation of current sales trends among other things. For the full fiscal year, the Company presently expects to achieve diluted earnings per share growth of 15%, or better, from the fiscal 2001 earnings before the effect of charges of \$1.30 reported today. Key assumptions in achieving these targets include: elimination of amortization of goodwill as the Company adopts FAS 142; a related lower effective income tax rate of not more than 36%; improvements in comparable store restaurant and retail sales generally at or above current trends; modest improvements in store operating income margins, primarily in cost of sales, as a result of exiting the gourmet market business, closing seven low performing stores in

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fiscal 2001, and other operational improvements; and flat to modestly increasing general and administrative expenses as a percent of revenues as the Company invests in various new initiatives to improve future operations. Partly offsetting the targeted improvements will be the loss of the benefit

of the additional week in the fourth quarter and full year of fiscal 2001.

Commenting on the present trends and earnings guidance, Mr. Woodhouse said, "We have made clear progress in turning around our operating and financial results. The present trends and our earnings estimates, while not without challenges and risks, reflect our expectation that this progress will continue."

Headquartered in Lebanon, Tennessee, CBRL Group, Inc. presently operates 438 Cracker Barrel Old Country Store restaurants and gift shops located in 40 states, and 76 Logan's Roadhouse company-operated and eight franchised restaurants in 15 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," "plans," "may," "will," "would," "expect," "intend," "estimate," "anticipate," "believe," "potential," or "continue" (or the negative of each of these terms) or similar terminology. Factors which will affect actual results include, but are not limited to: commodity, group health and utility price increases; the effect of plans intended to improve operational execution and performance; the effects of increased competition at Company locations on sales and on labor recruiting, cost, and retention; the ability of and cost to the Company to recruit, train, and retain qualified restaurant hourly and management employees; the ability of the Company to identify successful new lines of retail merchandise; the actual results of pending or threatened litigation; the effects of negative publicity; the availability and costs of acceptable sites for development; adverse weather conditions; the acceptance of the Company's concepts as the Company expands into new markets and geographic regions; adverse general economic conditions including high or escalating gasoline prices and declining consumer confidence; changes in interest rates affecting the Company's financing costs; changes in or implementation of additional governmental rules and regulations affecting wage and hour matters, health and safety, pensions and insurance; other undeterminable areas of government actions or regulations; and other factors described from time to time in the Company's filings with the Securities and Exchange Commission and press releases.

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CBRL GROUP, INC.
CONSOLIDATED INCOME STATEMENT (UNAUDITED)
(IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)

	FOURTH QUARTER ENDED			YEAR ENDED		
	8/03/01	7/28/00	CHANGE	8/03/01	7/28/00	CHANGE
Net sales:						
Restaurant	\$ 440,005	\$ 375,171	17%	\$ 1,543,815	\$ 1,378,753	12%
Retail	103,846	95,575	9	419,104	393,293	7
Net sales	543,851	470,746	16	1,962,919	1,772,046	11
Franchise fees and royalties	218	203	7	773	666	16
Total revenue	544,069	470,949	16	1,963,692	1,772,712	11
Cost of goods sold	178,053	157,694	13	664,332	614,472	8
Gross profit	366,016	313,255	17	1,299,360	1,158,240	12
Labor & other related expenses	206,859	172,362	20	732,419	645,976	13
Other store operating expenses	107,810	72,357	49	353,334	294,012	20
Store operating income	51,347	68,536	(25)	213,607	218,252	(2)
General and administrative	27,285	22,718	20	102,541	95,289	8
Amortization of goodwill	11,374	998	1,040	14,370	3,994	260
Operating income	12,688	44,820	(72)	96,696	118,969	(19)
Interest expense	2,526	6,870	(63)	12,316	24,616	(50)
Interest income	-	85	(100)	84	352	(76)

Pretax income	10,162	38,035	(73)	84,464	94,705	(11)
Provision for income taxes	7,568	14,342	(47)	35,283	35,707	(1)
Net income	\$ 2,594	\$ 23,693	(89)	\$ 49,181	\$ 58,998	(17)
Earnings per share:						
Basic	\$ 0.05	\$ 0.42	(88)	\$ 0.88	\$ 1.02	(14)
Diluted	\$ 0.05	\$ 0.42	(88)	\$ 0.87	\$ 1.02	(15)
Weighted average shares:						
Basic	55,236	56,872	(3)	56,129	57,960	(3)
Diluted	55,923	56,986	(2)	56,799	58,041	(2)
Ratio Analysis						
Net sales:						
Restaurant	80.9%	79.7%		78.6%	77.8%	
Retail	19.1	20.3		21.4	22.2	
Net sales	100.0	100.0		100.0	100.0	
Franchise fees and royalties	-	-		-	-	
Total revenue	100.0	100.0		100.0	100.0	
Cost of goods sold	32.7	33.5		33.8	34.7	
Gross profit	67.3	66.5		66.2	65.3	
Labor & other related expenses	38.0	36.6		37.3	36.4	
Other store operating expenses	19.8	15.4		18.0	16.6	
Store operating income	9.5	14.5		10.9	12.3	
General and administrative	5.0	4.8		5.2	5.4	
Amortization of goodwill	2.1	0.2		0.8	0.2	
Operating income	2.4	9.5		4.9	6.7	
Interest expense	0.5	1.5		0.6	1.4	
Interest income	-	-		-	-	
Pretax income	1.9	8.0		4.3	5.3	
Provision for income taxes	1.4	3.0		1.8	2.0	
Net income	0.5%	5.0%		2.5%	3.3%	

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CONSOLIDATED CONDENSED BALANCE SHEET
(UNAUDITED)
(IN THOUSANDS)

	8/03/01	7/28/00
	-----	-----
Assets		
Cash and cash equivalents	\$ 11,807	\$ 13,865
Other current assets	143,383	130,170
Property and equipment, net	955,028	1,075,134
Goodwill, net	92,882	107,253
Other assets	9,772	8,601
Total assets	\$ 1,212,872	\$ 1,335,023
Liabilities and Stockholders' Equity		
Current liabilities	\$ 197,249	\$ 173,578
Long-term debt	125,000	292,000
Other long-term obligations	44,515	40,475
Stockholders' equity	846,108	828,970
Total liabilities and stockholders' equity	\$ 1,212,872	\$ 1,335,023

CONSOLIDATED CONDENSED CASH FLOW STATEMENT

(UNAUDITED)
(IN THOUSANDS)

	FISCAL YEAR ENDED	
	8/03/01	7/28/00
Cash flow from operating activities:		
Net income	\$ 49,181	\$ 58,998
Depreciation and amortization	64,902	65,218
Loss on disposition of property and equipment	671	664
Impairment loss	24,431	3,887
Net changes in other assets and liabilities	8,577	31,480
Net cash provided by operating activities	147,762	160,247
Cash flows from investing activities:		
Purchase of property and equipment	(91,439)	(138,032)
Net proceeds from sale of property and equipment	141,283	17,333
Net cash provided by (used in) investing activities	49,844	(120,699)
Cash flows from financing activities:		
Proceeds from issuance of long-term debt	355,600	444,500
Principal payments under long-term debt and capital lease obligations	(522,790)	(467,234)
Proceeds from exercise of stock options	5,155	530
Purchase and retirement of common stock	(36,444)	(21,104)
Dividends on common stock	(1,185)	(637)
Net cash used in financing activities	(199,664)	(43,945)
Net decrease in cash and cash equivalents	(2,058)	(4,397)
Cash and cash equivalents, beginning of year	13,865	18,262
Cash and cash equivalents, end of year	\$ 11,807	\$ 13,865

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CBRL GROUP, INC.
SUPPLEMENTAL INFORMATION
(UNAUDITED)

	AS OF 8/03/01	AS OF 7/28/00
Common shares outstanding	55,026,846	56,668,349
Units in operation:		
Cracker Barrel	437	426
Carmine Giardini's Gourmet Market	*	3
Logan's Roadhouse - company-owned	75	65
Total company-owned units	512	494
Logan's Roadhouse - franchised	8	7
System-wide units	520	501

	FOURTH QUARTER ENDED		FISCAL YEAR ENDED	
	8/03/01	7/28/00	8/03/01	7/28/00
Net sales in company-owned stores:				
(In thousands)				
Cracker Barrel - restaurant	\$ 380,767	\$ 328,074	\$ 1,324,903	\$ 1,196,680
Cracker Barrel - retail	101,595	93,211	407,887	382,932
Cracker Barrel - total	482,362	421,285	1,732,790	1,579,612
Carmine Giardini's Gourmet Market	2,997	3,439	15,587	14,137

Logan's Roadhouse	58,492	46,022	214,542	178,297
	-----	-----	-----	-----
Total net sales	\$ 543,851	\$ 470,746	\$ 1,962,919	\$ 1,772,046
	=====	=====	=====	=====
Operating weeks - company-owned stores:				
Cracker Barrel	6,161	5,538	23,049	21,676
Logan's Roadhouse	1,086	840	3,906	3,165
Average comparable store sales -				
Company-owned stores: (In thousands)				
Cracker Barrel - restaurant	\$ 871.2	\$ 837.5	\$ 3,081.6	\$ 2,945.7
Cracker Barrel - retail	232.5	235.6	946.4	936.3
	-----	-----	-----	-----
Cracker Barrel - total	\$ 1,103.7	\$ 1,073.1	\$ 4,028.0	\$ 3,882.0
	=====	=====	=====	=====
Logan's Roadhouse	\$ 774.3	\$ 789.5	\$ 3,040.7	\$ 3,073.7
	=====	=====	=====	=====
Capitalized interest	\$ 120	\$ 333	\$ 851	\$ 1,511
	=====	=====	=====	=====

* The Company has exited the Carmine Giardini's Gourmet Market business.

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