CRACKER BARREL OLD COUNTRY STORE, INC
Form 10-K
September 25, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10 K

(Mark One)
x Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the fiscal year ended August 1, 2014

OR

o Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the transition period from __________ to ________

Commission file number: 000 25225

Cracker Barrel Old Country Store, Inc.
(Exact name of registrant as specified in its charter)

Tennessee (State or other jurisdiction of incorporation or organization)	62 0812904 (I.R.S. Employer Identification Number)
305 Hartmann Drive Lebanon, Tennessee (Address of principal executive offices)	37087-4779 (Zip code)

Registrant's telephone number, including area code: (615) 444-5533

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

Title of each class	Name of each exchange on which registered
Common Stock (Par Value $.01) Rights to Purchase Series A Junior Participating Preferred Stock (Par Value $0.01)	The NASDAQ Stock Market LLC (NASDAQ Global Select Market)

Securities registered pursuant to Section 12(g) of the Act: None

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Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
Yes þ No o

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes o No þ

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes þ No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes þ   No o

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer þ Accelerated filer o

Non-accelerated filer   o Smaller reporting company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes o   No þ

The aggregate market value of voting stock held by nonaffiliates of the registrant as of January 31, 2014 (the last business day of the registrant's most recently completed second fiscal quarter) was $2,336,649,048.

As of September 18, 2014, there were 23,831,797 shares of common stock outstanding.

Documents Incorporated by Reference

Document from which Portions are Incorporated by Reference	Part of Form 10 K into which incorporated
1. Proxy Statement for Annual Meeting of Shareholders to be held November 13, 2014 (the "2014 Proxy Statement")	Part III

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INTRODUCTION

General

This report contains references to years 2014, 2013 and 2012, which represent our fiscal years ended August 1, 2014, August 2, 2013 and August 3, 2012, respectively. Our fiscal years consist of 52 weeks except for 2012 which consisted of 53 weeks. All of the discussion in this report should be read with, and is qualified in its entirety by, the Consolidated Financial Statements and the notes thereto. All amounts other than share and certain statistical information (e.g., number of stores) are in thousands unless the context clearly indicates otherwise. Similarly, references to a year or quarter are to our fiscal year or quarter unless expressly noted or the context clearly indicates otherwise.

Forward Looking Statements/Risk Factors

Except for specific historical information, many of the matters discussed in this Annual Report on Form 10-K, as well as other documents incorporated herein by reference, may express or imply projections of items such as revenues or expenditures, estimated capital expenditures, compliance with debt covenants, plans and objectives for future operations, store economics, inventory shrinkage, growth or initiatives, expected future economic performance or the expected outcome or impact of pending or threatened litigation. These and similar statements regarding events or results that Cracker Barrel Old Country Store, Inc. (the "Company") expects will or may occur in the future, are forward-looking statements that, by their nature, involve risks, uncertainties and other factors which may cause our actual results and performance to differ materially from those expressed or implied by such forward-looking statements. All forward-looking information is provided pursuant to the safe harbor established under the Private Securities Litigation Reform Act of 1995 and should be evaluated in the context of these risks, uncertainties and other factors. 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 "long-term," "projection," "may," "will," "would," "could," "expect," "intend," "estimate," "anticipate," "believe," "potential, "projects," "forecasts" or "continue" (or the negative or other derivatives of each of these terms) or similar terminology. We believe the assumptions underlying any forward-looking statements are reasonable; however, any of the assumptions could be inaccurate, and therefore, actual results may differ materially from those projected in or implied by the forward-looking statements. In addition to the risks of ordinary business operations, and those discussed or described in this report or in information incorporated by reference into this report, factors and risks that may result in actual results differing from this forward-looking information include, but are not limited to, those contained in Part I, Item 1A of this report below, as well as the factors described under "Critical Accounting Estimates" in Part II, Item 7 of this report below or, from time to time, in our filings with the Securities and Exchange Commission ("SEC"), press releases and other communications.

Readers are cautioned not to place undue reliance on forward-looking statements made in this report, since the statements speak only as of the report's date. Except as may be required by law, we have no obligation or intention to publicly update or revise any of these forward-looking statements to reflect events or circumstances occurring after the date of this report or to reflect the occurrence of unanticipated events. Readers are advised, however, to consult any future public disclosures that we may make on related subjects in reports that we file with or furnish to the SEC or in our other public disclosures.

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PART I

ITEM 1. BUSINESS

OVERVIEW

Cracker Barrel Old Country Store, Inc. ("we," "us," "our" or the "Company," which reference, unless the context requires otherwise, also includes our direct and indirect wholly-owned subsidiaries), is principally engaged in the operation and development of the Cracker Barrel Old Country Store® concept ("Cracker Barrel"). We are headquartered in Lebanon, Tennessee and were originally founded in 1969. We are organized under the laws of the State of Tennessee.

We maintain a website at crackerbarrel.com. We make available free of charge through our website our periodic and other reports filed with or furnished to the SEC pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as soon as reasonably practicable after we file such material with, or furnish it to, the SEC. Information on our website is not deemed to be incorporated by reference into this Annual Report on Form 10-K or any other filings that we make from time to time with the SEC.

OPERATIONS

As of September 18, 2014, we operated 633 stores in 42 states. None of our stores are franchised. Our stores are intended to appeal to both the traveler and the local customer, and we believe they have consistently been a consumer favorite. Consumer survey results for calendar 2013 from Technomic Inc., a well-recognized food industry research firm, indicate that Cracker Barrel received the highest overall rating among the 32 large restaurant chains included in the survey. Some of the attributes in which we led included our value, food quality, menu variety and friendly service. In 2014, we were named by Forbes Magazine as one of America's 100 Most Trustworthy Companies.

Store Format: The format of our stores consists of a trademarked rustic, old country-store design offering a full-service restaurant menu featuring home-style country food and a wide variety of decorative and functional items featuring rocking chairs, holiday and seasonal gifts and toys, apparel, cookware and foods. All stores are freestanding buildings. Store interiors are subdivided into a dining room occupying approximately 28% of the total interior store space, a gift shop occupying approximately 22% of such space and the balance primarily consisting of kitchen, storage and training areas. Our stores have stone fireplaces and are decorated with antique style furnishings and other authentic and nostalgic items, reminiscent of and similar to those found and sold in the past in traditional old country stores. The front porch of each store features rows of the signature Cracker Barrel rocking chairs that can be used by guests while waiting for a table in our dining room or after enjoying a meal and are sold by the gift shop. The kitchens contain modern food preparation and storage equipment allowing for flexibility in menu variety and development.

Products: Our restaurants, which generated approximately 80% of our total revenue in 2014, offer home-style country cooking featuring many of our own recipes that emphasize authenticity and quality. Except for Christmas Day, when they are closed, and Christmas Eve when they close at 2:00 p.m., our restaurants serve breakfast, lunch and dinner daily between the hours of 6:00 a.m. and 10:00 p.m. (closing at 11:00 p.m. on Fridays and Saturdays). Menu items are moderately priced. The restaurants do not serve alcoholic beverages.

Breakfast items can be ordered at any time throughout the day and include juices, eggs, pancakes, fruit and yogurt parfaits, pork and turkey bacon, country ham, sausage, grits, and a variety of biscuit specialties, such as gravy and biscuits and country ham and biscuits. Lunch and dinner items include country ham, chicken and dumplings, chicken fried chicken, meatloaf, country fried steak, pork chops, fish, steak, roast beef, vegetable plates, a variety of salads, sandwiches, soups, fresh side items and specialty items such as pinto beans and turnip greens. We also offer lower calorie breakfast, lunch and dinner items, which are full of flavor but with fewer calories. Additionally, we may from time to time feature new items as off-menu specials or in test menus at certain locations to evaluate possible ways to enhance customer interest and identify potential future additions to the menu. We offer weekday lunch specials, which include some of our favorite entrées in lunch-sized portions. Our menu also features weekday and weekend dinner specials that showcase a popular dinner entrée. There is some variation in menu pricing and content in different regions of the country for both breakfast and lunch/dinner. The average check per guest during 2014 was $9.94, which represents a 2.6% increase over the prior year. We served an average of approximately 6,600 restaurant guests per week in a typical store in 2014.

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The following table highlights the price ranges for our meals in 2014:

	Prices Range
Breakfast	$3.49 to $9.49
Lunch and Dinner	$4.59 to $14.49

The following table highlights each day-part's percentage of restaurant sales in 2014:

	Percentage of Restaurant Sales in 2014	
Breakfast Day-Part (until 11:00 a.m.)	24	%
Lunch Day-Part (11:00 a.m. to 4:00 p.m.)	39	%
Dinner (4:00 p.m. to close)	37	%

We also offer items for sale in our gift shops that are featured on, or related to, the restaurant menu, such as pies, cornbread mix, coffee, syrups and pancake mixes. Our gift shops, which generated approximately 20% of our total revenue in 2014, offer a wide variety of decorative and functional items such as rocking chairs, seasonal gifts, apparel, toys, music CDs, cookware, a book-on-audio sale-and-exchange program and various other gift items, as well as various candies, preserves and other food items.

The following table highlights the five categories which accounted for the largest shares of our retail sales in 2014:

	Percentage of Retail Sales in 2014	
Apparel and Accessories	28	%
Food	18	%
Décor	14	%
Toys	13	%
Bed and Bath	8	%

Our typical gift shop features approximately 4,700 stock keeping units. Many of the food items are sold under the "Cracker Barrel Old Country Store" brand name. We believe that we achieve high retail sales per square foot of retail selling space (approximately $415 per square foot in 2014) as compared to mall stores both by offering appealing merchandise and by having a significant source of customers who are typically our restaurant guests.

We also sell certain licensed food products under the "CB Old Country Store" brand name in the grocery store and retail channels. These licensed food products currently include ham, premium bacon and deli meat.

Product Development and Merchandising: We maintain a product development department, which develops new and improved menu items either in response to shifts in customer preferences or to create customer interest. We utilize a formal development and testing process, which includes guest research and in-store market tests to ensure products brought to market have a greater likelihood of meeting our goals. Menu driven growth is built through three areas: enhancements to our current core menu offerings, the addition of new core menu offerings and limited time offer promotions we call seasonal events. Our merchandising department selects and develops products for our gift shop.

We are focused on driving retail sales by converting those customers who come to us for a restaurant visit. Our assortment includes core and seasonal themes. Our seasonal themes are designed to create interest and excitement in our stores by providing our guests with additional choices. Our licensee develops new licensed food products under our direction for consideration and approval. We intend to add additional licensees and licensed food products in the future.

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Store Management and Quality Controls: At each store, our store management typically consists of one general manager, four associate managers and one retail manager. Our store management is responsible for an average of 105 employees on two shifts. The relative complexity of operating one of our stores requires an effective management team at the individual store level. To motivate store managers to improve sales and operational performance, we maintain bonus plans designed to provide store managers with an opportunity to share in the profits of their store. The bonus plans also reward managers who achieve specific operational targets. We also employ district managers to support individual store managers and regional vice presidents to support individual district managers. Each restaurant district manager oversees seven to nine stores and each restaurant regional vice president supports eight to ten district managers. Each retail district manager oversees eleven to fifteen stores and each retail regional vice president supports nine to eleven district managers. Each store is assigned to both a restaurant and a retail district manager and each district is assigned to both a restaurant and a retail regional vice president. The various levels of restaurant and retail management work closely together to allow our stores to deliver a unique, integrated guest experience.

To ensure that individual stores are operated at a high level of quality, we focus significant attention on the selection and training of store managers. The store management recruiting and training program begins with an evaluation and screening process. In addition to multiple interviews and verification of background and experience, we conduct testing designed to identify those applicants most likely to be best suited to manage store operations. Candidates who successfully pass this screening process are then required to complete a training program. The restaurant manager training program consists of five weeks of in-store training and three weeks of training at our home office. The retail manager training program consists of three weeks of in-store training and two weeks of training at our home office. We believe that our training programs develop managers who can effectively deliver a great employee and guest experience through the leadership and execution of our operating systems. This program allows new managers the opportunity to become familiar with our operations, culture, management objectives, controls and evaluation criteria before assuming management responsibility. We provide our managers and hourly employees with ongoing training through various development courses taught through a blended learning approach, including a mix of hands-on, classroom, written and internet-based training. Each store is equipped with dedicated training computers for the internet-based computer-assisted instruction programs. Additionally, each store typically has an employee training coordinator who oversees the training of the store’s hourly employees.

Purchasing and Distribution: We negotiate directly with food vendors as to specification, price and other material terms of most food purchases. We have a contract with an unaffiliated distributor with custom distribution centers in Lebanon, Tennessee; McKinney, Texas; Gainesville, Florida; Elkton, Maryland; Kendalville, Indiana; and Ft. Mill, South Carolina. We purchase the majority of our food products and restaurant supplies on a cost plus basis through this unaffiliated distributor. The distributor is responsible for placing food orders, warehousing and delivering food products to our stores. Deliveries are generally made once per week to individual stores.

The following table highlights the five food categories which accounted for the largest shares of our food purchasing expense in 2014:

	Percentage of Food Purchases in 2014	
Beef	13	%
Dairy (including eggs)	12	%
Fruits and vegetables	12	%
Poultry	11	%
Pork	11	%

Each of these categories includes several individual items. The single food item within these categories that accounted for the largest share of our food purchasing expense in 2014 was chicken tenderloin at approximately 5% of total food purchases. Dairy, fruits and vegetables are purchased through numerous vendors, including local vendors. Eggs are purchased through four vendors. We purchase our poultry and pork each through seven vendors and we purchase our beef through eight vendors. Should any food items from a particular vendor become unavailable, we generally believe that these food items could be obtained, or alternative products substituted, in sufficient quantities from other sources at competitive prices to allow us to avoid any material adverse effects that could be caused by such unavailability.

We purchase the majority of our retail items (approximately 80% in 2014) directly from domestic and international vendors and warehouse, or crossdock, them at our retail distribution center in Lebanon, Tennessee, which we lease. The distribution center fulfills retail item orders generated by our automated replenishment system and generally ships the retail orders once a week to the individual stores by a third-party dedicated freight line. Certain retail items, not centrally purchased and warehoused at the distribution center, are drop-shipped directly by our vendors to individual stores. Approximately one-third of our 2014 retail purchases were directly from vendors in the People's Republic of China and we recently began making retail purchases from vendors in India, Thailand, the Philippines and Vietnam. We have relationships with several foreign buying agencies to source product, monitor quality control and supplement product development.

Operational and Inventory Controls: Our information technology and telecommunications systems and various analytical tools are used to evaluate store operating information and provide management with reports to support prompt detection of unusual variances in food costs, labor costs or operating expenses. Management also monitors individual store restaurant and retail sales on a daily basis and closely monitors sales mix, sales trends, operational costs and inventory levels. The information generated by the information technology and telecommunication systems, analysis tools and monitoring processes is used to manage the operations of each store, replenish retail inventory levels and facilitate retail purchasing decisions. These systems and processes also are used in the development of forecasts, budget analyses and planning.

Guest Satisfaction: We are committed to providing our guests a home-style, country-cooked meal, and a variety of retail merchandise served and sold with genuine hospitality in a comfortable environment, in a way that evokes memories of the past. Our commitment to offering guests a quality experience begins with our employees. Our mission statement, "Pleasing People," embraces guests and employees alike, and our employees are trained on the importance of that mission in a culture of mutual respect. We also are committed to staffing each store with an experienced management team to ensure attentive guest service and consistent food quality. Through the regular use of guest surveys and store visits by district managers and regional vice presidents, management receives valuable feedback that is used in our ongoing efforts to improve the stores and to demonstrate our continuing commitment to pleasing our guests. We have a guest-relations call center that takes comments and suggestions from guests and forwards them to operations or other management for information and follow up. We use an interactive voice response system to monitor operational performance and guest satisfaction at all stores on an ongoing basis. We have public notices in our menus, on our website and posted in our stores informing customers and employees about how to contact us by Internet or toll-free telephone number with questions, complaints or concerns regarding services or products. We conduct training on how to gather information and investigate and resolve customer concerns. This is accompanied by comprehensive training for all store employees on our public accommodations policy and commitment to "Pleasing People."

Marketing: We employ multiple mediums to reach and engage our guests. Outdoor advertising (i.e., billboards and state department of transportation signs) is the largest advertising vehicle we use to reach our traveling and local guests. In 2014, we had over 1,600 billboards and this expenditure accounted for 44% of our total advertising spend. Outdoor advertising is also expected to represent approximately 44% of advertising expenditures in 2015. We believe we are among the top billboard advertisers in the restaurant industry. Our use of broadcast media has increased as we look to build market awareness for local visits with three flights of broadcast media each year during our key seasonal periods. Each flight includes digital support and national cable television. Additionally, in 2014, two of the flights included spot radio (in markets covering close to 60% of our stores). We currently do not expect to include spot radio in our flights of broadcast media during our key seasonal periods in 2015. We continue to increase our efforts in the digital space to drive preference and engagement with the brand. We now have properties on multiple social media sites, including a customer relationship management program, an e-commerce platform and our brand site. Our exclusive music program drives awareness for the brand and builds cultural relevance and affinity with our guests. We continue to have multiple releases each year with specific promotional support for each release. In 2015, we plan to spend approximately 2.5% of our revenues on advertising compared to 2.4% of revenues in 2014.

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STORE DEVELOPMENT

We opened seven new stores in 2014. We also plan to open six or seven new stores during 2015, two of which were open as of September 18, 2014. As of September 18, 2014, approximately 83% of our stores are located along interstate highways. Our remaining stores are located off-interstate or near tourist destinations. We believe we should pursue development of both interstate locations and off-interstate locations to capitalize on the strength of our brand associated with travelers on the interstate highway system and by locating in certain local markets where our guests live and work including locations outside of our existing core markets and in states where we currently do not operate.

Of the 633 stores open as of September 18, 2014, we own the land and buildings for 417, while the other 216 properties are either ground leases or ground and building leases. Land costs for stores opened during 2014 averaged $950 per site if owned. Building, site improvement, furniture, equipment and related development costs for stores opened during 2014 averaged $2,900. Pre-opening costs averaged $340 per store in 2014.

Our current store prototype is approximately 9,000 square feet, including approximately 2,100 square feet of retail selling space, and has dining room seating for 177 guests. Our capital investment in new stores may differ in the future due to changes in our store prototype, building design specifications, site location and site characteristics.

EMPLOYEES

As of August 1, 2014, we employed approximately 72,000 people, of whom 460 were in advisory and supervisory capacities, 3,730 were in-store management positions and 35 were officers. Many store personnel are employed on a part time basis. None of our employees is represented by any union, and management considers its employee relations to be good.

COMPETITION

The restaurant and retail industries are intensely competitive with respect to the type and quality of food, retail merchandise, price, service, location, personnel, concept, attractiveness of facilities and effectiveness of advertising and marketing. We compete with a significant number of national and regional restaurant and retail chains, some of which have greater resources than us, as well as locally owned restaurants and retail stores. We also face growing competition from the supermarket industry, which offers “convenient meals” in the form of improved entrées and side dishes from the deli section; fast casual restaurants; quick-service restaurants; and highly promotional casual and family dining restaurants. We expect competition to continue in all of these areas, which could cause consumers to choose less expensive alternatives. The restaurant and retail businesses are also often affected by changes in consumer taste and preference; national, regional or local economic conditions; demographic trends; traffic and weather patterns; the type, number and location of competing restaurants and retailers; and consumers’ discretionary purchasing power. In addition, factors such as inflation, increased food, labor and benefits costs and the lack of experienced management and hourly employees may adversely affect the restaurant and retail industries in general and our stores in particular. We believe we compete effectively and have successfully differentiated ourselves from many of our competitors in the restaurant and retail industries through a unique brand and guest experience which offers a diversified full service menu and a large variety of nostalgic and unique retail items. For further information regarding competition, see Item 1A. Risk Factors.

RAW MATERIALS SOURCES AND AVAILABILITY

Essential restaurant supplies and raw materials are generally available from several sources. Generally, we are not dependent upon single sources of supplies or raw materials. However, in our stores, certain branded items are single source products or product lines. Our ability to maintain consistent quality throughout our store system depends in part upon our ability to acquire food products and related items from reliable sources. When the supply of certain products is uncertain or prices are expected to rise significantly, we may enter into purchase contracts or purchase bulk quantities for future use.

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Adequate alternative sources of supply, as well as the ability to adjust menus if needed, are believed to exist for substantially all of our restaurant products. Our retail supply chain generally involves longer lead-times and, often, more remote sources of product, including the People's Republic of China, and most of our retail product is distributed to our stores through a single distribution center. Although disruption of our retail supply chain could be difficult to overcome, we continuously evaluate the potential for disruptions and ways to mitigate them should they occur.

ENVIRONMENTAL MATTERS

Federal, state and local environmental laws and regulations have not historically had a significant impact on our operations; however, we cannot predict the effect of possible future environmental legislation or regulations on our operations.

TRADEMARKS

We deem the various Cracker Barrel trademarks and service marks that we own to be of substantial value. Our policy is to obtain federal registration of trademarks and other intellectual property whenever possible and to pursue vigorously any infringement of our trademarks and service marks.

RESEARCH AND DEVELOPMENT

While research and development is important to us, these expenditures have not been material due to the nature of the restaurant and retail industries.

SEASONAL ASPECTS

Historically, our revenue and profits have been lower in the first and third fiscal quarters and higher in the second and fourth fiscal quarters. We attribute these variations primarily to the Christmas holiday shopping season and the summer vacation and travel season. Our gift shop sales, which are made substantially to our restaurant guests, historically have been highest in our second quarter, which includes the Christmas holiday shopping season. Historically, interstate tourist traffic and the propensity to dine out have been much higher during the summer months, thereby generally contributing to higher profits in the Company's fourth quarter. We also generally open additional new stores throughout the year. Therefore, the results of operations for any interim period cannot be considered indicative of the operating results for an entire year.

WORKING CAPITAL

In the restaurant industry, substantially all sales are either for cash or third-party credit card. Therefore, like many restaurant companies, we are able to, and often do operate with negative working capital. Restaurant inventories purchased through our principal food distributor are on terms of net zero days, while other restaurant inventories purchased locally generally are financed through trade credit at terms of 30 days or less. Because of our gift shop, which has a lower product turnover than the restaurant, we carry larger inventories than many other companies in the restaurant industry. Retail inventories are generally financed through trade credit at terms of 60 days or less. These various trade terms are aided by rapid product turnover of the restaurant inventory. Employees generally are paid on weekly or semi-monthly schedules in arrears of hours worked except for bonuses that are paid either quarterly or annually in arrears. Many other operating expenses have normal trade terms and certain expenses, such as certain taxes and some benefits, are deferred for longer periods of time.

ITEM 1A. RISK FACTORS

Investing in our securities involves a degree of risk. Persons buying our securities should carefully consider the risks described below and the other information contained in this Annual Report on Form 10-K and other filings that we make from time to time with the SEC, including our consolidated financial statements and accompanying notes. If any of the following risks actually occurs, our business, financial condition, results of operations or cash flows could be materially adversely affected. In any such case, the trading price of our securities could decline and you could lose all or part of your investment.

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General economic, business and societal conditions as well as those specific to the restaurant or retail industries that are largely out of our control may adversely affect our business, financial condition and results of operations.

Our business results depend on a number of industry-specific and general economic factors, many of which are beyond our control. These factors include consumer income, interest rates, inflation, consumer credit availability, consumer debt levels, tax rates and policy, unemployment trends and other matters that influence consumer confidence and spending. The full-service dining sector of the restaurant industry and the retail industry are affected by changes in national, regional and local economic conditions, seasonal fluctuation of sales volumes, consumer preferences, including changes in consumer tastes and dietary habits and the level of consumer acceptance of our restaurant concept and retail merchandise, and consumer spending patterns.

Discretionary consumer spending, which is critical to our success, is influenced by general economic conditions and the availability of discretionary income. Global economic factors and a weak economic recovery have reduced consumer confidence and affected consumers' ability or desire to spend disposable income. A deterioration in the economy or other economic conditions affecting disposable consumer income, such as unemployment levels, reduced home values, investment losses, inflation, business conditions, fuel and other energy costs, consumer debt levels, lack of available credit, consumer confidence, interest rates, tax rates and changes in tax laws, may adversely affect our business by reducing overall consumer spending or by causing customers to reduce the frequency with which they shop and dine out or to shift their spending to our competitors or to products sold by us that are less profitable than other product choices, all of which could result in lower revenues, decreases in inventory turnover, greater markdowns on inventory, and a reduction in profitability due to lower margins.

In addition, many of the factors discussed above, along with the current economic environment and the related impact on available credit, may affect us and our suppliers and other business partners, landlords, and customers in an adverse manner, including, but not limited to, reducing access to liquid funds or credit (including through the loss of one or more financial institutions that are a part of our revolving credit facility), increasing the cost of credit, limiting our ability to manage interest rate risk, increasing the risk of bankruptcy of our suppliers, landlords or counterparties to or other financial institutions involved in our credit facility and our derivative and other contracts, increasing the cost of goods to us, and other adverse consequences which we are unable to fully anticipate.

We also cannot predict the effects of actual or threatened armed conflicts or terrorist attacks, efforts to combat terrorism, military action against any foreign state or group located in a foreign state or heightened security requirements on the economy or consumer confidence in the United States. Any of these events could also affect consumer sentiment and confidence that in turn affect consumer spending patterns or result in increased costs for us due to security measures.

Unfavorable changes in the factors described above or in other business and economic conditions affecting our customers could increase our costs, reduce traffic in some or all of our locations or impose practical limits on pricing, any of which could lower our profit margins and have a material adverse effect on our financial condition and results of operations.

There can be no assurance that the economic conditions that have adversely affected the restaurant and retail industries, and the capital, credit and real estate markets generally or us in particular will remain static in 2015, or thereafter, in which case we could experience declines in revenues and profits, and could face capital and liquidity constraints or other business challenges.

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We face intense competition, and if we are unable to continue to compete effectively, our business, financial condition and results of operations would be adversely affected.

The restaurant and retail industries are intensely competitive, and we face many well-established competitors. We compete within each market with national and regional restaurant and retail chains and locally-owned restaurants and retailers. Competition from other regional or national restaurant and retail chains typically represents the more important competitive influence, principally because of their significant marketing and financial resources. We also face competition as a result of the convergence of grocery, deli, retail and restaurant services, particularly in the supermarket industry. Moreover, our competitors can harm our business even if they are not successful in their own operations by taking away customers or employees through aggressive and costly advertising, promotions or hiring practices. We compete primarily on the quality, variety and perceived value of menu and retail items. The number and location of stores, the growth of e-commerce, type of concept, quality and efficiency of service, attractiveness of facilities and effectiveness of advertising and marketing programs also are important factors. We anticipate that intense competition will continue with respect to all of these factors. We also compete with other restaurant chains and other retail businesses for quality site locations, management and hourly employees, and competitive pressures could affect both the availability and cost of these important resources. If we are unable to continue to compete effectively, our business, financial condition and results of operations would be adversely affected.

The price and availability of food, ingredients, retail merchandise and utilities used by our stores could adversely affect our revenues and results of operations.

We are subject to the general risks of inflation, and our operating profit margins and results of operations depend significantly on our ability to anticipate and react to changes in the price, quality and availability of food and other commodities, ingredients, retail merchandise, utilities and other related costs over which we have limited control. Fluctuations in economic conditions, weather, demand and other factors affect the availability, quality and cost of the ingredients and products that we buy. Some climatologists predict that the long-term effects of climate change may result in more severe, volatile weather, which could result in greater volatility in product supply and price. Furthermore, many of the products that we use and their costs are interrelated. The increased global demand for corn, wheat and dairy products has increased feed costs for poultry and livestock. The effect of, introduction of, or changes to tariffs or exchange rates on imported retail products or food products could increase our costs and possibly affect the supply of those products. Our operating margins are also affected, whether as a result of general inflation or otherwise, by fluctuations in the price of utilities such as natural gas and electricity, on which our locations depend for much of their energy supply. Our inability to anticipate and respond effectively to one or more adverse changes in any of these factors could have a significant adverse effect on our results of operations. In addition, because we provide a moderately-priced product, we may not seek to or be able to pass along price increases to our customers sufficient to completely offset cost increases.

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Our plans depend significantly on our strategic priorities and business initiatives designed to enhance our menu and retail offerings, support our brand, improve operating margins and improve the efficiencies and effectiveness of our operations. Failure to achieve or sustain these plans could adversely affect our results of operations.

We have had, and expect to continue to have, priorities and initiatives in various stages of testing, evaluation and implementation, upon which we expect to rely to improve our results of operations and financial condition. These priorities and initiatives include, but are not limited to, focusing on a new menu category, the introduction of tiered menu pricing, evolving our marketing messaging to support the brand, improving the quality and breadth of retail assortments, re-engineering store processes to reduce costs and improve store margins, applying technology to improve the employee and guest experience, expanding our store footprint and extending the brand beyond our existing stores. It is possible that our focus on these priorities and initiatives and constantly changing consumer preferences could cause unintended changes to our current results of operations. Additionally, many of these initiatives are inherently risky and uncertain in their application to our business in general, even when tested successfully on a more limited scale. It is possible that successful testing can result partially from resources and attention that cannot be duplicated in broader implementation. Testing and general implementation also can be affected by other risk factors described herein that reduce the results expected. Successful system-wide implementation across hundreds of stores and involving tens of thousands of employees relies on consistency of training, stability of workforce, ease of execution and the absence of offsetting factors that can adversely influence results. Failure to achieve successful implementation of our initiatives could adversely affect our results of operations.

We are dependent upon attracting and retaining qualified employees while also controlling labor costs.

Our performance is dependent on attracting and retaining a large and growing number of qualified store employees. Availability of staff varies widely from location to location. Many staff members are in entry-level or part-time positions, typically with high rates of turnover. Even though recent trends in employee turnover have been favorable, if store management and staff turnover were to increase, we could suffer higher direct costs associated with recruiting, training and retaining replacement personnel. Management turnover as well as general shortages in the labor pool can cause our stores to be operated with reduced staff, which negatively affects our ability to provide appropriate service levels to our customers. Competition for qualified employees exerts upward pressure on wages paid to attract such personnel, resulting in higher labor costs, together with greater recruiting and training expenses.

Our ability to meet our labor needs while controlling our costs is subject to external factors such as unemployment levels, minimum wage legislation, health care legislation, payroll taxes and changing demographics. Many of our employees are hourly workers whose wages are affected by increases in the federal or state minimum wage or changes to tip credits. Tip credits are the amounts an employer is permitted to assume an employee receives in tips when the employer calculates the employee’s hourly wage for minimum wage compliance purposes. Increases in minimum wage levels and changes to the tip credit have been made and continue to be proposed at both federal and state levels. As minimum wage rates increase, we may need to increase not only the wages of our minimum wage employees but also the wages paid to employees at wage rates that are above minimum wage. If competitive pressures or other factors prevent us from offsetting increased labor costs by increases in prices, our profitability may decline.

Our risks are heightened because of our single retail distribution facility and our potential inability or failure to execute on a comprehensive business continuity plan following a major national disaster at or near our corporate facility could adversely affect our business.

The majority of our retail inventory is shipped into, stored at and shipped out of a single warehouse located in Lebanon, Tennessee. All of the decorative fixtures used in our stores are shipped into, stored at and shipped out of a separate warehouse that is also located in Lebanon, Tennessee. A natural disaster affecting either of these warehouses could materially adversely affect our business. Additionally, our corporate systems and processes and support for our restaurant and retail operations are centralized on one campus in Tennessee. We have disaster recovery procedures and business continuity plans in place to address most events and back up and offsite locations for recovery of electronic and other forms of data and information. However, if we are unable to implement our disaster recovery and business continuity plans, we may experience delays in recovery of data, failure to support field operations, tardiness in required reporting and compliance and the inability to perform vital corporate functions which could adversely affect our business.

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Our reliance on certain significant vendors, particularly for foreign-sourced retail products, subjects us to numerous risks, including possible interruptions in supply, which could adversely affect our business.

Our ability to maintain consistent quality throughout our operations depends in part upon our ability to acquire specified food and retail products and supplies in sufficient quantities. Partly because of our size, finding qualified vendors and accessing food, retail products, supplies and certain outsourced services in a timely and efficient manner is a significant challenge that typically is more difficult with respect to goods or services sourced outside the United States. In some cases, we may have only one supplier for a product or service. Our dependence on single-source suppliers subjects us to the possible risks of shortages, interruptions and price fluctuations, and possible litigation when we change vendors because of performance issues. Global economic factors and the weak economic recovery continue to put significant pressure on suppliers, with some suppliers facing financial distress and others attempting to rebuild profitability, all of which tends to make the supply environment more expensive. If any of these vendors is unable to fulfill its obligations, or if we are unable to find replacement suppliers in the event of a supply disruption, we could encounter supply shortages and/or incur higher costs to secure adequate supplies, either of which could materially harm our business.

Additionally, we use a number of products that are or may be manufactured in a number of foreign countries. In addition to the risk presented by the possible long lead times to source these products, our results of operations may be materially affected by risks such as:

- fluctuating currency exchange rates;
- foreign government regulations;
- foreign currency exchange control regulations;
- import/export restrictions and product testing regulations;
- foreign political and economic instability;
- disruptions due to labor stoppages, strikes or slowdowns, or other disruptions, involving our vendors or the transportation and handling industries; and
- tariffs, trade barriers and other trade restrictions by the U.S. government on products or components shipped from foreign sources.

Possible shortages or interruptions in the supply of food items, retail merchandise and other supplies to our stores caused by inclement weather, natural disasters such as droughts, floods and earthquakes, the inability of our vendors to obtain credit in a tightened credit market or other conditions beyond our control could adversely affect the availability, quality and cost of the items we buy and the operations of our stores. Our inability to effectively manage supply chain risk could increase our costs and limit the availability of products that are critical to our store operations. If we temporarily close a store or remove popular items from a store’s menu or retail product assortment, that store may experience a significant reduction in revenue during the time affected by the shortage or thereafter as a result of our customers changing their dining and shopping habits.

Our ability to manage our retail inventory levels and changes in merchandise mix may adversely affect our business.

The long lead times required for a substantial portion of our retail merchandise and the risk of product damages or non-compliance with required specifications could affect the amount of inventory we have available for sale. Additionally, our success depends on our ability to anticipate and respond in a timely manner to changing consumer demand and preferences for merchandise. If we misjudge the market, we may overstock unpopular products and be forced to take significant markdowns, which could reduce our gross margin. Conversely, if we underestimate demand for our merchandise we may experience inventory shortages resulting in lost revenues. Any of these factors could have an adverse effect on our results of operations, cash flows from operations and our financial condition.

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Our capital structure contains substantial indebtedness, which may decrease our flexibility, increase our borrowing costs and adversely affect our liquidity. In addition, we cannot provide any guaranty of future cash dividend payments or that we will be able to actively repurchase our common stock pursuant to a share repurchase program.

Our consolidated indebtedness and our leverage ratio may have the effect, among other things, of reducing our flexibility to respond to changing business and economic conditions and increasing borrowing costs. There are various financial covenants and other restrictions in our credit facility. If we fail to comply with any of these requirements, the related indebtedness (and other unrelated indebtedness) could become due and payable prior to its stated maturity. A default under our credit agreement may also significantly affect our ability to obtain additional or alternative financing. For example, the lenders' ongoing obligation to extend credit under the revolving credit facility is dependent upon our compliance with these covenants and restrictions.

Our ability to make scheduled principal and interest payments or to refinance our obligations with respect to indebtedness will depend on our operating and financial performance, which, in turn, is subject to prevailing economic conditions and to financial, business and other factors beyond our control. Our inability to refinance our indebtedness when necessary or to do so upon attractive terms would materially and adversely affect our liquidity and our ongoing results of operations.

We have recently increased the quarterly cash dividends on our common stock. Any determination to pay cash dividends on our common stock in the future will be based primarily upon our financial condition, results of operations, business requirements and our Board of Directors' conclusion that the declaration of cash dividends is in the best interest of our shareholders and is in compliance with all laws and agreements applicable to the dividend. Furthermore, there can be no assurance that we will be able to actively repurchase our common stock and we may discontinue plans to repurchase common stock at any time.

Our advertising is heavily dependent on billboards, which are highly regulated; our evolving marketing strategy involves increased advertising and marketing costs that could adversely affect our results of operations.

Historically, we have relied upon billboards as our principal method of advertising. A number of states in which we operate restrict highway signage and billboards. Because many of our stores are located on the interstate highway system, our business is highly related to highway travel. Thus, signage or billboard restrictions or loss of existing signage or billboards could adversely affect our visibility and ability to attract customers.

Additionally, as we continue to build stores away from our traditional interstate locations and evolve our marketing strategy, we are increasingly utilizing more traditional and higher cost methods of advertising, such as national cable television, radio and online and digital media. These types of advertising, their effects upon our revenues and, in turn, our profits, are uncertain. Additionally, if our competitors increased their spending on advertising and promotions, we could be forced to substantially increase our advertising, media or marketing expenses. If we did so or if our current advertising and promotion programs become less effective, we could experience a material adverse effect on our results of operations.

A material disruption in our information technology, network infrastructure and telecommunication systems could adversely affect our business and results of operations.

We rely extensively on our information technology across our operations, including, but not limited to, point of sales processing, supply chain management, retail merchandise allocation and distribution, labor productivity and expense management Our business depends significantly on the reliability and capacity of our information technology systems to process these transactions, summarize results, manage and report on our business and our supply chain. Our information technology systems are subject to damage or interruption from power outages, computer, network, cable system, internet and telecommunications failures, computer viruses, security breaches, catastrophic events such as fires, floods, earthquakes, tornadoes, hurricanes, acts of war or terrorism, and usage errors by our employees. If our information technology and telecommunication systems are damaged or cease to function properly, we may have to make a significant investment to repair or replace them, and we could suffer loss of critical data and interruptions or delays in our operations in the interim. Any material interruption in our information technology and telecommunication systems could adversely affect our business or results of operations.

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A privacy breach could adversely affect our business.

The protection of customer, employee and company data is critical to us. We are subject to laws relating to information security, privacy, cashless payments, consumer credit, and fraud. Additionally, an increasing number of government and industry groups have established laws and standards for the protection of personal and health information. The regulatory environment surrounding information security and privacy is increasingly demanding, with the frequent imposition of new and constantly changing requirements. Compliance with these requirements may result in cost increases due to necessary systems changes and the development of new administrative processes. In addition, customers and employees have a high expectation that we will adequately protect their personal information. For example, in connection with credit and debit card sales, we transmit confidential card information. Third parties may have the technology or know-how to breach the security of this customer information, and our security measures and those of our technology vendors may not effectively prohibit others from obtaining improper access to this information. If we fail to comply with the laws and regulations regarding privacy and security or experience a security breach, we could be exposed to risks of data loss, fines, a loss of the ability to process credit and debit card payments, litigation and serious disruption of our operations. Additionally, any resulting negative publicity could significantly harm our reputation.

We outsource certain business processes to third-party vendors that subject us to risks, including disruptions in business and increased costs; our use of third party technologies has increased and if we are unable to maintain our rights to these technologies our business may be harmed.

Some of our business processes are currently outsourced to third parties. Such processes include distribution of food and retail products to our store locations, credit and debit card authorization and processing, gift card tracking and authorization, employee payroll card services, health care and workers' compensation insurance claims processing, wage and related tax credit documentation and approval, guest satisfaction survey programs, employee engagement surveys and externally hosted business software applications. We cannot ensure that all providers of outsourced services are observing proper internal control practices, such as redundant processing facilities, and there are no guarantees that failures will not occur. Failure of third parties to provide adequate services could have an adverse effect on our financial condition and results of operations.

We rely on certain technology licensed from third parties and may be required to license additional technology in the future for use in managing our Internet sites and providing services to our guests and employees. These third-party technology licenses may not continue to be available to us on acceptable terms or at all. The inability to enter into and maintain these technology licenses could adversely affect our business.

Our business is somewhat seasonal and also can be affected by extreme weather conditions and natural disasters.

Historically, our highest sales and profits have occurred during the second and fourth quarters, which include the Christmas holiday shopping season and the summer vacation and travel season. Retail sales historically have been seasonally higher between Thanksgiving and Christmas. Therefore, the results of operations for any quarter or period of less than one year cannot be considered indicative of the operating results for an entire year.

Additionally, extreme weather conditions in the areas where our stores are located can adversely affect our business. For example, frequent or unusually heavy snowfall, ice storms, rain storms, floods, droughts or other extreme weather conditions over a prolonged period could make it difficult for our customers to travel to our stores and can disrupt deliveries of food and supplies to our stores and thereby reduce our sales and profitability. Our business is also susceptible to unseasonable weather conditions. For example, extended periods of unseasonably warm temperatures during the winter season or cool weather during the summer season could render a portion of our retail inventory incompatible with those unseasonable conditions. Reduced sales from extreme or prolonged unseasonable weather conditions could adversely affect our business. These risks may be exacerbated in the future as some climatologists predict that the long-term effects of climate change may result in more severe, volatile weather.

In addition, natural disasters such as hurricanes, tornadoes and earthquakes, or a combination of these or other factors, could severely damage or destroy one or more of our stores, warehouses or suppliers located in the affected areas, thereby disrupting our business operations for a more extended period of time.

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If we fail to execute our business strategy, which includes our ability to find new store locations and open new stores that are profitable, our business could suffer.

One of the means of achieving our growth objectives is opening and operating new and profitable stores. This strategy involves numerous risks, and we may not be able to open all of our planned new stores and the new stores that we open may not be profitable or as profitable as our existing stores.

A significant risk in executing our business strategy is locating, securing and profitably operating an adequate supply of suitable new store sites. Competition for suitable store sites and operating personnel in our target markets is intense, and there can be no assurance that we will be able to find sufficient suitable locations, or negotiate suitable purchase or lease terms, for our planned expansion in any future period. Recently, our target markets have been expanded to include markets that are outside of our existing core markets and in states where we currently do not have existing operations which increases the risk of executing our business strategy. The recession and current economic condition have reduced commercial development activity and has limited the availability of attractive sites for new stores. New stores typically experience an adjustment period before sales levels and operating margins normalize, and even sales at successful newly-opened stores generally do not make a significant contribution to profitability in their initial months of operation. Our ability to open and operate new stores successfully also depends on numerous other factors, some of which are beyond our control, including, among other items discussed in other risk factors, the following: our ability to control construction and development costs of new stores; our ability to manage the local, state or other regulatory approvals and permits, zoning and licensing processes in a timely manner; our ability to appropriately train employees and staff the stores; consumer acceptance of our stores in new markets; our ability to manage construction delays related to the opening of a new store. Delays or failures in opening new stores, or achieving lower than expected sales in new stores, or drawing a greater than expected proportion of sales in new stores from existing stores, could materially adversely affect our business strategy and could have an adverse effect on our business and results of operations.

Individual store locations are affected by local conditions that could change and adversely affect the carrying value of those locations.

The success of our business depends on the success of individual locations, which in turn depends on stability of or improvements in operating conditions at and around those locations. Our revenues and expenses can be affected significantly by the number and timing of the opening of new stores and the closing, relocating and remodeling of existing stores. We incur substantial pre-opening expenses each time we open a new store and other expenses when we close, relocate or remodel existing stores. The expenses of opening, closing, relocating or remodeling any of our stores may be higher than anticipated. An increase in such expenses could have an adverse effect on our results of operations. Also, as demographic and economic patterns (e.g., highway or roadway traffic patterns, concentrations of general retail or hotel activity, local population densities or increased competition) change, current locations may not continue to be attractive or profitable. Possible declines in neighborhoods where our stores are located or adverse economic conditions in areas surrounding those neighborhoods could result in reduced revenues in those locations. The occurrence of one or more of these events could have a significant adverse effect on our revenues and results of operations as well as the carrying value of our individual locations.

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Health concerns, government regulation relating to the consumption of food products and widespread infectious diseases could affect consumer preferences and could negatively affect our results of operations.

The sale of food and prepared food products for human consumption involves the risk of injury to our customers. Such injuries may result from tampering by unauthorized third parties, product contamination or spoilage, including the presence of foreign objects, substances, chemicals, other agents, or residues introduced during the growing, storage, handling and transportation phases. Additionally, many of the food items on our menu contain beef and chicken. The preferences of our customers toward beef and chicken could be affected by health concerns about the consumption of beef or chicken or health concerns and publicity concerning food quality, illness and injury generally. In recent years there has been publicity concerning E. coli bacteria, hepatitis A, "mad cow" disease, "foot-and-mouth" disease, salmonella, the bird/avian flu, peanut and other food allergens, and other public health concerns affecting the food supply, including beef, chicken, pork, dairy and eggs. In addition, if a regional or global health pandemic occurs, depending upon its location, duration and severity, our business could be severely affected. In the event a health pandemic occurs, customers might avoid public places, and local, regional or national governments might limit or ban public gatherings to halt or delay the spread of disease. A regional or global health pandemic might also adversely affect our business by disrupting or delaying production and delivery of materials and products in our supply chain and by causing staffing shortages in our stores. In addition, government regulations or the likelihood of government regulation could increase the costs of obtaining or preparing food products. A decrease in guest traffic to our stores, a change in our mix of products sold or an increase in costs as a result of these health concerns either in general or specific to our operations, could result in a decrease in sales or higher costs to our stores that would materially harm our business.

Failure to maximize or to successfully assert our intellectual property rights could adversely affect our business and results of operations.

We rely on trademark, trade secret and copyright laws to protect our intellectual property rights. We cannot guarantee that these intellectual property rights will be maximized or that they can be successfully asserted. There is a risk that we will not be able to obtain and perfect our own, or, where appropriate, license intellectual property rights necessary to support new product introductions or other brand extensions. We cannot be sure that these rights, if obtained, will not be invalidated, circumvented or challenged in the future. Our failure to perfect or successfully assert our intellectual property rights could make us less competitive and could have an adverse effect on our business and results of operations.

Litigation may adversely affect our business, financial condition and results of operations.

Our business is subject to the risk of litigation by employees, guests, suppliers, shareholders, governmental agencies, competitors or others through private actions, class actions, administrative proceedings, regulatory actions or other litigation. These actions and proceedings may involve allegations of illegal, unfair or inconsistent employment practices, including wage and hour violations and employment discrimination; guest discrimination; food safety issues including poor food quality, food-borne illness, food tampering, food contamination, and adverse health effects from consumption of various food products or high-calorie foods (including obesity); other personal injury; trademark and patent infringement; violation of the federal securities laws; or other concerns. The outcome of litigation, particularly class action lawsuits and regulatory actions, is difficult to assess or quantify. Plaintiffs in these types of lawsuits may seek recovery of very large or indeterminate amounts and the magnitude of the potential loss relating to such lawsuits may remain unknown for substantial periods of time. The cost to defend future litigation may be significant. There may also be adverse publicity associated with litigation that could decrease guest or consumer acceptance of our brand, regardless of whether the allegations are valid or we ultimately are found liable. Litigation could adversely impact our operations and our ability to expand our brand in other ways as well. As a result, litigation may adversely affect our business, financial condition and results of operations.

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Unfavorable publicity could harm our business. In addition, our failure to recognize, respond to and effectively manage the impact of social media could materially impact our business.

Multi-unit businesses such as ours can be adversely affected by publicity resulting from complaints or litigation alleging poor food quality, poor service, food-borne illness, product defects, personal injury, adverse health effects (including obesity) or other concerns stemming from one or a limited number of our stores. Even when the allegations or complaints are not valid, unfavorable publicity relating to a limited number of our stores, or only to a single store, could adversely affect public perception of the entire brand. Additionally, negative publicity from online social network postings may also result from actual or alleged incidents taking place in our stores. Adverse publicity and its effect on overall consumer perceptions of food safety or customer service could have a material adverse effect on our business, financial condition and results of operations.

The loss of key executives or difficulties in recruiting and retaining qualified personnel could jeopardize our future growth and success.

We have assembled a senior management team which has substantial background and experience in the restaurant and retail industries. Our future growth and success depends substantially on the contributions and abilities of our senior management and other key personnel, and we design our compensation programs to attract and retain key personnel and facilitate our ability to develop effective succession plans. If we fail to retain senior management or other key personnel or to attract key personnel, our succession planning and operations could be materially and adversely affected. We must continue to recruit, retain and motivate management and other employees sufficient to maintain our current business and support our projected growth. A loss of key employees or a significant shortage of high quality store employees could jeopardize our ability to meet our business goals.

We are subject to a number of risks relating to federal, state and local regulation of our business, including the areas of minimum wage increases, health care reform and environmental matters, and an insufficient or ineffective response to government regulation may increase our costs and decrease our profit margins.

The restaurant industry is subject to extensive federal, state and local laws and regulations, including those relating to food safety, minimum wage and other labor issues including unionization, health care, menu labeling and building and zoning requirements and those relating to the preparation and sale of food as well as certain retail products. The development and operation of our stores depend to a significant extent on the selection and acquisition of suitable sites, which are subject to zoning, land use, environmental, traffic and other regulations and requirements. We are also subject to licensing and regulation by state and local authorities relating to health, sanitation, safety and fire standards, federal and state laws governing our relationships with employees (including the Fair Labor Standards Act of 1938, the Immigration Reform and Control Act of 1986, the Patient Protection and Affordable Care Act, the Health Care and Education Reconciliation Act of 2010 and applicable requirements concerning minimum wage, overtime, healthcare coverage, family leave, medical privacy, tip credits, working conditions, safety standards and immigration status), federal and state laws which prohibit discrimination and other laws regulating the design and operation of facilities, such as the Americans With Disabilities Act of 1990. In addition, we are subject to a variety of federal, state and local laws and regulations relating to the use, storage, discharge, emission and disposal of hazardous materials. We also face risks from new and changing laws and regulations relating to gift cards, nutritional content, nutritional labeling, product safety and menu labeling. Compliance with these laws and regulations can be costly and can increase our exposure to litigation or governmental investigations or proceedings.

Increases in the federal minimum wage, including recent proposals to increase the federal minimum wage and index future increases to inflation, or other changes in these laws could increase our labor costs. Our ability to respond to minimum wage increases by increasing menu prices will depend on the responses of our competitors and customers. Our distributors and suppliers also may be affected by higher minimum wage and benefit standards and tracking costs, which could result in higher costs for goods and services supplied to us.

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In March 2010, the Patient Protection and Affordable Care Act and the Health Care and Education Affordability Reconciliation Act of 2010 was enacted and, in June 2012, the U.S. Supreme Court upheld the constitutionality of the law except for certain parts related to the expansion of Medicaid. Although we cannot predict with certainty the financial and operational impacts the law will have on us, such changes could affect our business, financial condition and results of operations. The law requires restaurant companies such as ours to disclose calorie information on their menus. We do not expect to incur any material costs from compliance with this provision of the law, but cannot anticipate the changes in guest behavior that could result from the implementation of this provision, which could have an adverse effect on our sales or results of operations.

There also has been increasing focus by U.S. and overseas governmental authorities on environmental matters, such as climate change, the reduction of greenhouse gases and water consumption. This increased focus may lead to new initiatives directed at regulating an as yet unspecified array of environmental matters, such as the emission of greenhouse gases, where “cap and trade” initiatives could effectively impose a tax on carbon emissions. Legislative, regulatory or other efforts to combat climate change or other environmental concerns could result in future increases in taxes, the cost of raw materials, transportation and utilities, which could decrease our operating profits and necessitate future investments in facilities and equipment.

The impact of current laws and regulations, the effect of future changes in laws or regulations that impose additional requirements and the consequences of litigation relating to current or future laws and regulations could increase our compliance and other costs of doing business and therefore have an adverse effect on our results of operations. Failure to comply with the laws and regulatory requirements of federal, state and local authorities could result in, among other things, revocation of required licenses, administrative enforcement actions, fines and civil and criminal liability. Compliance with these laws and regulations can be costly and can increase our exposure to litigation or governmental investigations or proceedings. Also, the failure to obtain and maintain required licenses, permits and approvals could adversely affect our operating results. Typically, licenses must be renewed annually and may be revoked, suspended or denied renewal for cause at any time if governmental authorities determine that our conduct violates applicable regulations, which could adversely affect our business and results of operations.

Our current insurance programs may expose us to unexpected costs, which could have a material adverse effect on our financial condition and results of operations.

Our insurance coverage is structured to include deductibles, self-insured retentions, limits of liability, stop loss limits, retroactive premium adjustments and similar provisions that we believe prudent based on our operations. However, there are types of losses we may incur against which we cannot be insured or which we believe are not economically reasonable to insure, such as losses due to acts of terrorism and some natural disasters, including floods. If we incur such losses, our business could suffer. In addition, we self-insure a significant portion of expected losses under our workers’ compensation, general liability and group health insurance programs. Unanticipated changes in the actuarial assumptions and management estimates underlying our reserves for these losses, including unexpected increases in medical and indemnity costs, could result in materially different amounts of expense than expected under these programs.

Our reported results can be affected adversely and unexpectedly by the implementation of new, or changes in the interpretation of existing, accounting principles or financial reporting requirements.

Our financial reporting complies with the United States generally accepted accounting principles (“GAAP”), and GAAP is subject to change over time. If new rules or interpretations of existing rules require us to change our financial reporting (including the proposed lease accounting changes and the adoption of international financial reporting standards in the United States), our reported results of operations and financial condition could be affected substantially, including requirements to restate historical financial reporting.

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Failure of our internal control over financial reporting could adversely affect our business and financial results.

Our management is responsible for establishing and maintaining effective internal control over financial reporting. Internal control over financial reporting is a process to provide reasonable assurance regarding the reliability of financial reporting for external purposes in accordance with GAAP. Because of its inherent limitations, internal control over financial reporting is not intended to provide absolute assurance that we would prevent or detect a misstatement of our financial statements or fraud. Any failure to maintain an effective system of internal control over financial reporting could limit our ability to report our financial results accurately and timely or to detect and prevent fraud. The identification of a material weakness could indicate a lack of controls adequate to generate accurate financial statements that, in turn, could cause a loss of investor confidence and decline in the market price of our common stock. We cannot assure you that we will be able to timely remediate any material weaknesses that may be identified in future periods or maintain all of the controls necessary for continued compliance. Likewise, we cannot assure you that we will be able to retain sufficient skilled finance and accounting personnel, especially in light of the increased demand for such personnel among publicly traded companies.

Our annual and quarterly operating results may fluctuate significantly and could fall below the expectations of investors and securities analysts due to a number of factors, some of which are beyond our control, resulting either in volatility or a decline in the price of our securities.

Our business is not static – it changes periodically as a result of many factors, including those discussed above and:

- increases and decreases in average weekly sales, restaurant and retail sales and restaurant profitability;
- the rate at which we open new stores, the timing of new store openings and the related high initial operating costs;
- changes in advertising and promotional activities and expansion into new markets; and impairment of long-lived assets and any loss on store closures.

Our quarterly operating results and restaurant and retail sales may fluctuate as a result of any of these or other factors. Accordingly, results for any one quarter are not necessarily indicative of results to be expected for any other quarter or for any year, and restaurant and retail sales for any particular future period may decrease. In the future, operating results may fall below the expectations of securities analysts and investors. In that event, the price of our securities could fluctuate dramatically over time or could decrease generally.

Our business could be negatively affected as a result of actions of activist shareholders.

The Lion Fund II, L.P., an affiliate of Biglari Holdings Inc. (“BH”), the owner of Steak N Shake and Western Sizzlin’ restaurants, is currently the beneficial owner of approximately 19.9% of our outstanding common stock. During each of the past three years, BH and its affiliates have nominated candidates for election to our board of directors at our annual meetings of shareholders, resulting in proxy contests, and called publicly for special meetings of shareholders to consider other proposals. While BH and its affiliates have not nominated director candidates for election at our 2014 Annual Meeting of Shareholders, the actions of BH and its affiliates or another activist shareholder in the future could adversely affect our business because:

- responding to public proposals, special meeting requests and other actions by activist shareholders can disrupt our operations, be costly and time-consuming, and divert the attention of our management and employees;
- perceived uncertainties as to our future direction may result in the loss of potential business opportunities, and may make it more difficult to attract and retain qualified personnel and business partners; and
- pursuit of an activist shareholder’s agenda may adversely affect our ability to effectively implement our business strategy and create additional value for our shareholders.

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Provisions in our charter, Tennessee law and our shareholder rights plan may discourage potential acquirers of the Company.

Our charter documents contain provisions that may have the effect of making it more difficult for a third party to acquire or attempt to acquire control of the Company. In addition, we are subject to certain provisions of Tennessee law that limit, in some cases, our ability to engage in certain business combinations with significant shareholders. In addition, we have adopted a shareholder rights plan, which provides, among other things, that when specified events occur, our shareholders will be entitled to purchase from us shares of junior preferred stock. The shareholder rights plan will expire on April 9, 2015. The preferred stock purchase rights are triggered ten days after the date of a public announcement that a person or group acting in concert has acquired, or obtained the right to acquire, beneficial ownership of 20% or more of our outstanding common stock. The preferred stock purchase rights would cause dilution to a person or group that attempts to acquire the Company on terms that do not satisfy the requirements of a qualifying offer under the shareholder rights plan or are otherwise not approved by our Board of Directors.

These provisions, either alone or in combination with each other, give our current directors and executive officers a substantial ability to influence the outcome of a proposed acquisition of the Company. These provisions would apply even if an acquisition or other significant corporate transaction was considered beneficial by some of our shareholders. If a change in control or change in management is delayed or prevented by these provisions, the market price of our securities could decline.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

Our home office headquarters and warehouse facilities are located on approximately 90 acres of land owned by the Company in Lebanon, Tennessee. We utilize approximately 245,000 square feet of office space for our home office headquarters and decorative fixtures warehouse. We also lease our retail distribution center, which consists of approximately 370,000 square feet of warehouse facilities and an additional approximately 14,000 square feet of office and maintenance space.

In addition to the various corporate facilities, we have five owned properties for future development, a motel used for housing management trainees and for the general public, and five parcels of excess real property and improvements that we intend to sell.

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In addition to the properties mentioned above, we own or lease the following store properties as of September 18, 2014:

State	Owned	Leased	State	Owned	Leased
Tennessee	37	14	Maryland	3	5
Florida	40	18	Oklahoma	6	2
Texas	33	17	New Jersey	2	4
Georgia	30	14	Wisconsin	5	0
North Carolina	24	14	Colorado	3	1
Kentucky	22	13	Kansas	3	1
Virginia	19	13	Massachusetts	0	4
Ohio	22	9	New Mexico	3	1
Alabama	21	9	Utah	4	0
Indiana	22	7	Iowa	3	0
South Carolina	14	12	Connecticut	1	1
Pennsylvania	9	14	Idaho	2	0
Illinois	20	2	Montana	2	0
Missouri	14	3	Nebraska	1	1
Michigan	13	3	Delaware	0	1
Arizona	2	11	Maine	0	1
Arkansas	5	7	Minnesota	1	0
Mississippi	9	3	New Hampshire	1	0
Louisiana	8	2	North Dakota	1	0
West Virginia	3	7	Rhode Island	0	1
New York	8	1	South Dakota	1	0
			Total	417	216

We believe that our properties are suitable, adequate, well-maintained and sufficient for the operations contemplated. See “Operations" and "Store Development" in Item 1 of this Annual Report on Form 10-K for additional information on our properties.

ITEM 3. LEGAL PROCEEDINGS

FLSA Litigation

In April 11, 2014, a putative collective action under the Fair Labor Standards Act (“FLSA”) was filed in the United States District Court for the Northern District of New York, Proper v. Cracker Barrel Old Country Store, Inc., in which the named plaintiffs are challenging the Company’s classification of associate managers as being exempt from the minimum wage and overtime requirements. Two other putative collective action suits alleging claims under the FLSA, Hill and Hernandez v. Cracker Barrel and Perzan et al. v. Cracker Barrel, were filed in the United States District Courts for the Middle District of Florida in August 2014 and for the District of Massachusetts in September 2014, respectively. The plaintiffs in these lawsuits seek an unspecified amount of alleged back wages, liquidated damages, and attorneys' fees. Unlike a class action, a collective action requires potential class members to “opt in” rather than “opt out”. If any of these putative collective actions is conditionally certified, the Company would have an opportunity to seek to have the class de-certified and/or seek to have the case dismissed on its merits. We believe that we have meritorious defenses to all of the claims raised in these three lawsuits, and accordingly, plan to defend them vigorously. All of these proceedings remain in the early stages with significant uncertainty as to factual issues, outcome of legal proceedings (including certification of the collective action), and likely number of opt-in plaintiffs and/or damages claimed. At this time, the Company cannot reasonably estimate the likely results or the economic effects on the Company of any of these lawsuits.

In addition to the matter described above, the Company and its subsidiaries are party to various other legal and regulatory proceedings and claims incidental to their business in the ordinary course. In the opinion of management, based upon information currently available, the ultimate liability with respect to these other proceedings and claims will not materially affect the Company's consolidated results of operations or financial position.

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Pursuant to Instruction 3 to Item 401(b) of Regulation S K and General Instruction G(3) to Form 10 K, the following information is included in Part I of this Form 10 K.

Executive Officers of the Registrant

The following table sets forth certain information concerning our executive officers:

Name	Age	Position with the Company
Sandra B. Cochran	56	President and Chief Executive Officer
Lawrence E. Hyatt	59	Senior Vice President and Chief Financial Officer
Beverly K. Carmichael	55	Senior Vice President and Chief People Officer
Christopher A. Ciavarra	43	Senior Vice President, Marketing
Laura A. Daily	50	Senior Vice President, Retail
Nicholas V. Flanagan	48	Senior Vice President, Operations
Edward A. Greene	59	Senior Vice President, Strategic Initiatives
P. Douglas Couvillion	50	Vice President, Corporate Controller and Principal Accounting Officer
Michael J. Zylstra	48	Vice President, General Counsel and Secretary

The following information summarizes the business experience of each of our executive officers for at least the past five years:

Ms. Cochran has been employed with us in various capacities since 2009. Ms. Cochran served as our Executive Vice President and Chief Financial Officer from April 2009 to November 2010, and as President and Chief Operating Officer from November 2010 until September 2011 when she assumed her current position. In September 2011, she also became a member of our Board of Directors. Prior to March 2009, she was the Chief Executive Officer of Books-A-Million, Inc. Ms. Cochran has 21 years of experience in the retail industry and five years of experience in the restaurant industry.

Mr. Hyatt has been employed with us as Senior Vice President and Chief Financial Officer since January 2011. Prior to January 2011, he was the Chief Financial Officer and Treasurer of O’Charley’s Inc., having assumed that role in 2004. He also served as Interim President and Chief Executive Officer of O’Charley’s Inc. from February 2009 through June 2009. Mr. Hyatt has 12 years of experience in the restaurant industry, six years of experience in the retail industry and over 20 years of experience as Chief Financial Officer with various organizations.

Ms. Carmichael has been employed with us in her current capacity since January 2014. She most recently was with Frisco, Texas-based Star HR LLC, a human resource consulting firm, which she founded in 2010 and served as President. From 2009 to 2011, she served as an adjunct professor and advisor in the master’s of business administration program in the Price College of Business for the University of Oklahoma. Ms. Carmichael was Executive Vice President Human Resources and Chief People Officer of Ticketmaster from 2006 to 2009. She has over 20 years of human resource leadership experience.

Mr. Ciavarra has been employed with us since 2008. Mr. Ciavarra served as Vice President, Brand and Menu Strategy from 2008 until 2010 when he assumed his current position. Prior to 2008, he was the Director of Marketing for Aramark Corporation from 2005 to 2008. Mr. Ciavarra has over 14 years of experience in the restaurant industry and over nine years of experience in the retail industry.

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Ms. Daily has been employed with us as Senior Vice President of Retail since May 2012. Prior to May 2012, she served as Vice President for Ballard Designs, an Internet and catalog home furnishings retailer that is part of HSN, Inc., where she was in charge of all merchandising and trends for the company. She has over 21 years of experience as a merchant with a number of retail organizations.

Mr. Flanagan has been employed with us since 2004. From 2004 to 2010, he served in various capacities including Vice President of Restaurant Operations. He assumed his current position in November 2010. Mr. Flanagan has over 25 years of experience in the restaurant industry.

Mr. Greene has been employed with us in his current capacity since October 2005. Mr. Greene has over 36 years of combined experience in the restaurant and food processing industries.

Mr. Couvillion has been employed with us since 2001 in various capacities including Vice President of Finance. He assumed his current position in July 2011. Mr. Couvillion has 20 years of experience in the restaurant industry and 13 years of experience in the retail industry.

Mr. Zylstra has been employed with us in various capacities since 1992. He assumed his present position in January 2012 after serving as Vice President, Associate General Counsel and Assistant Corporate Secretary since 1999. Mr. Zylstra has 23 years of experience in the restaurant and retail industries, all with Cracker Barrel Old Country Store, Inc.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Our common stock is traded on the NASDAQ Global Select Market ("Nasdaq") under the symbol "CBRL." There were 8,473 shareholders of record as of September 18, 2014.

The following table indicates the high and low sales prices of our common stock, as reported by Nasdaq, and dividends declared and paid for the quarters indicated.

	Fiscal Year 2014				Fiscal Year 2013			
	Prices		Dividends	Dividends	Prices		Dividends	Dividends
	High	Low	Declared	Paid	High	Low	Declared	Paid
First	$111.70	$96.32	$ 0.75	$ 0.75	$69.30	$62.06	$ 0.50	$ 0.40
Second	118.63	96.41	0.75	0.75	65.94	60.07	0.50	0.50
Third	103.30	93.59	1.75	0.75	84.41	64.53	0.50	0.50
Fourth	103.32	92.84	--	0.75	102.95	83.02	0.75	0.50

See Note 5 to Consolidated Financial Statements with respect to dividend restrictions.

See the table labeled "Equity Compensation Plan Information" to be contained in the 2014 Proxy Statement, incorporated by reference in Part III, Item 12 of this Annual Report on Form 10-K.

Part III, Item 12 of this Annual Report on Form 10-K is incorporated herein by this reference.

Unregistered Sales of Equity Securities

There were no equity securities sold by the Company during the period covered by this Annual Report on Form 10-K that were not registered under the Securities Act of 1933, as amended.

Issuer Purchases of Equity Securities

On September 25, 2013, our Board of Directors approved the repurchase of up to $50,000 of our common stock, with such authorization to expire on October 3, 2014 to the extent it remains unused. We did not repurchase any of our common stock in the fourth quarter ended August 1, 2014.

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ITEM 6. SELECTED FINANCIAL DATA

	(Dollars in thousands except percentages and share data) For each of the fiscal years ended				
	August 1, 2014[(a)]	August 2, 2013[(b)]	August 3, 2012[(c)]	July 29, 2011[(d)]	July 30, 2010[(e)]
Selected Income Statement Data:					
Total revenue	$2,683,677	$2,644,630	$2,580,195	$2,434,435	$2,404,515
Net income	132,128	117,265	103,081	85,208	85,258
Net income per share:					
Basic	5.55	4.95	4.47	3.70	3.71
Diluted	5.51	4.90	4.40	3.61	3.62
Dividends declared per share	3.25	2.25	1.15	0.88	0.80
Dividends paid per share	3.00	1.90	0.97	0.86	0.80
As Percent of Total Revenue:					
Cost of goods sold	32.5 %	32.3 %	32.1 %	31.7 %	31.0 %
Labor and related expenses	36.0	36.5	36.8	37.1	37.8
Other store operating expenses	18.9	18.2	18.0	18.6	18.2
Store operating income	12.6	13.0	13.1	12.6	13.0
General and administrative expenses	4.8	5.4	5.7	5.7	6.1
Impairment and store dispositions, net	--	--	--	--	0.1
Operating income	7.8	7.6	7.4	6.9	6.8
Income before income taxes	7.1	6.3	5.7	4.8	4.8
Selected Balance Sheet Data:					
Working capital (deficit)	$(14,789)	$(13,873)	$18,249	$(21,188)	$(73,289)
Total assets	1,432,248	1,388,306	1,418,992	1,310,884	1,292,067
Current interest rate swap liability	4,704	--	20,215	--	--
Long-term debt	375,000	400,000	525,036	550,143	573,744
Long-term interest rate swap liability	3,239	11,644	14,166	51,604	66,281
Other long-term obligations	123,221	120,073	114,897	105,661	93,822
Shareholders' equity	528,641	484,026	382,675	268,034	191,617
Selected Cash Flow Data:					
Purchase of property and equipment, net	$90,564	$73,961	$80,170	$77,686	$69,891
Share repurchases	12,473	3,570	14,923	33,563	62,487
Selected Other Data:					
Common shares outstanding at end of year	23,821,227	23,795,327	23,473,024	22,840,974	22,732,781
Stores open at end of year	631	624	616	603	593
Average Unit Volumes[(f)]:					
Restaurant	$3,415	$3,390	$3,369	$3,234	$3,226
Retail	873	869	863	837	832
Comparable Store Sales[(g)]:					

Period to period increase (decrease) in comparable store sales:					
Restaurant	0.7 %	3.1 %	2.2 %	0.2 %	0.8 %
Retail	0.4	2.9	1.6	0.7	(0.9)
Memo: Number of stores in comparable base	609	596	591	583	569

(a) We incurred $4,313 in costs related to the November 2013 proxy contest and April 2014 special shareholders' meeting, which are included in general and administrative expenses.

(b) We incurred $4,111 in costs related to the November 2012 proxy contest, which are included in general and administrative expenses.

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(c) Fiscal 2012 consisted of 53 weeks while all other periods presented consisted of 52 weeks. The estimated impact of the additional week was to increase consolidated fiscal 2012 results as follows: total revenue, $51,059; store operating income, 0.2% of total revenue; operating income, 0.2% of total revenue; net income, 0.2% of total revenue; and diluted net income per share, $0.27. As part of our restructuring of our field organization in April 2012, we incurred severance charges of $1,660, which are included in general and administrative expenses. We also incurred $5,203 in costs related to the December 2011 proxy contest, which are also included in general and administrative expenses.

(d) Includes impairment charges of $3,219 before taxes and pre-tax gains on store dispositions of $4,109. Our debt refinancing in the fourth quarter of fiscal 2011 resulted in additional interest expense of $5,136 related to transaction fees and the write-off of deferred financing costs. During the fourth quarter of fiscal 2011, as part of our cost reduction and organization streamlining initiative, we incurred severance charges of $1,768, which are included in general and administrative expenses. We also incurred $404 in costs related to the December 2011 proxy contest, which are also included in general and administrative expenses.

(e) Includes impairment charges for two stores of $2,672 before taxes.

(f) Average unit volumes include sales of all stores. Fiscal 2012 includes a 53rd week while all other periods presented consist of 52 weeks.

(g) Comparable store sales consist of sales of stores open at least six full quarters at the beginning of the year; and are measured on comparable calendar weeks.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following Management’s Discussion and Analysis of Financial Condition and Results of Operations (“MD&A”) provides information which management believes is relevant to an assessment and understanding of our consolidated results of operations and financial condition. MD&A should be read in conjunction with the Consolidated Financial Statements and notes thereto. Readers also should carefully review the information presented under the section entitled “Risk Factors” and other cautionary statements in this report. All dollar amounts (other than per share amounts) reported or discussed in this MD&A are shown in thousands. References in MD&A to a year or quarter are to our fiscal year or quarter unless expressly noted or the context clearly indicates otherwise.

This overview summarizes the MD&A, which includes the following sections:

- Executive Overview – a general description of our business, the restaurant and retail industries, our key performance indicators and the Company’s performance in 2014.
- Results of Operations – an analysis of our consolidated statements of income for the three years presented in our Consolidated Financial Statements.
- Liquidity and Capital Resources – an analysis of our primary sources of liquidity, capital expenditures and material commitments.
- Critical Accounting Estimates – a discussion of accounting policies that require critical judgments and estimates.

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EXECUTIVE OVERVIEW

Cracker Barrel Old Country Store, Inc. (the "Company," "our" or "we") is a publicly traded (Nasdaq: CBRL) company that, through its operations and those of certain subsidiaries, is engaged in the operation and development of the Cracker Barrel Old Country Store® ("Cracker Barrel") concept. Each Cracker Barrel store consists of a restaurant with a gift shop. The restaurants serve breakfast, lunch and dinner. The gift shop area offers a variety of decorative and functional items specializing in rocking chairs, holiday gifts, toys, apparel and foods. As of September 18, 2014, the Company operated 633 Cracker Barrel stores located in 42 states.

Restaurant and Retail Industries

Our stores operate in both the restaurant and retail industries in the United States. The restaurant and retail industries are highly competitive with respect to quality, variety and price of the food products and retail merchandise offered. We compete with a significant number of national and regional restaurant and retail chains. Additionally, there are many segments within the restaurant industry, such as family dining, casual dining, fast casual and quick service, which often overlap and provide competition for widely diverse restaurant concepts. We operate in the full-service segment of the restaurant industry. Competition also exists in securing prime real estate locations for new stores, in hiring qualified employees, in advertising, in the attractiveness of facilities and with competitors having similar menu offerings or convenience. The restaurant and retail industries are often affected by changes in consumer taste and preference; national, regional or local economic conditions; demographic trends; traffic patterns; the type, number and location of competing restaurants and retailers; and consumers' discretionary purchasing power.

Additionally, economic, seasonal and weather conditions affect the restaurant and retail industries. Adverse economic conditions and unemployment rates affect consumer discretionary income and dining and shopping habits. Historically, interstate tourist traffic and the propensity to dine out have been much higher during the summer months, thereby contributing to higher profits in our fourth quarter. Retail sales, which are made substantially to our restaurant guests, are strongest in the second quarter, which includes the Christmas holiday shopping season. Severe weather also affects restaurant and retail sales adversely from time to time.

Key Performance Indicators

Management uses a number of key performance measures to evaluate our operational and financial performance, including the following:

Comparable store restaurant sales and restaurant guest traffic consist of sales and calculated number of guests, respectively, of stores open at least six full quarters at the beginning of the year and are measured on comparable calendar weeks. This measure excludes the impact of new store openings.

Percentage of retail sales to total sales indicates the relative proportion of spending by guests on retail product at our stores and helps identify overall effectiveness of our retail operations. Management uses this measure to analyze a store's ability to convert restaurant traffic into retail sales since we believe that the substantial majority of our retail customers are also guests in our restaurants.

Average check per guest is an indicator which management uses to analyze the dollars spent per guest in our stores on restaurant purchases. This measure aids management in identifying trends in guest preferences as well as the effectiveness of menu price increases and other menu changes.

Store operating margins are defined as total revenue less cost of goods sold, labor and other related expenses and other store operating expenses, all as a percentage of total revenue. Management uses this indicator as a primary measure of operating profitability.

Company Performance in 2014

Management believes that the Cracker Barrel brand remains one of the strongest and most differentiated brands in the restaurant industry. During 2014, we focused on five key business priorities which were based on our previously announced long-term strategy.

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Our long-term strategy includes the following:

- Enhancing the core business by increasing our brand's relevance to customers in order to drive guest traffic and sales in both restaurant and retail, implementing geographic pricing tiers to optimize average check and re-engineering store processes to increase operating margins.

- Expanding the footprint through continued use of our proven site selection tools, introducing a new and more efficient building and equipment prototype and the selective entry into new markets.

- Extending the brand by building on the initial success of our licensing business, leveraging our brand strengths into a new fast casual concept and growing our retail business into an omni-channel business.

Our five priorities for 2014 were to:

1) Focus on better-for-you additions to and reinforce everyday value on our menu. In the first quarter of 2014, we rolled-out a new menu category, Wholesome Fixin's, to meet our guests' desire for additional healthy menu items. The Wholesome Fixin's launch introduced nine complete meals for fewer than 600 calories. We believe that our guests responded positively to the new menu category. Throughout the year, we built upon the Wholesome Fixin's category through our limited time promotional offerings. We reinforced the affordability of our menu by featuring two new limited time Weekday Lunch Special entrees at $5.99. Additionally, we continued to highlight our Country Dinner Plates at a $7.69 price point, which we believe further enhances the value perception of our menu.

2) Continue messaging with our Handcrafted by Cracker Barrel theme in support of the brand, menu and merchandise. To help build awareness and support of the Wholesome Fixin's roll-out, we promoted the menu category with new television and radio commercials which ran for five weeks during our first quarter of 2014. During the holiday season, we highlighted the Cracker Barrel brand and our value message through national cable television advertising. In support of the summer travel season, we again featured our Country Dinner Plate value messaging during a national television commercial campaign. Additionally, we continued to promote the Cracker Barrel brand through our more than 1,600 billboards. During the fourth quarter of 2014, we refreshed approximately one-fourth of our billboards with new price-point messaging around our $5.99 and $7.69 value positions at both lunch and dinner, respectively.

3) Drive retail sales with improved quality and breadth of our merchandise assortment. During 2014, we increased the number of merchandise themes that we feature each year and shortened their time on the floor in order to keep the merchandise assortment fresh and new. We introduced some eye-catching color themes, with bright décor, home goods, and women's clothing, which we believe resonated well with our guests. Additionally, our merchandising team broadened the appeal of the brand by sourcing products that have seasonal appeal and reach across the generations and genders. Our women's apparel and accessories continued to be one of our strongest selling categories. To build upon the strength of this category, we introduced women's footwear providing depth to the assortment.

4) Apply technology and process enhancements to improve the employee experience, the guest experience and operating margins. At the beginning of 2014, we held a General Manager's conference. This conference provided a platform for the introduction and training of several new technology-based programs, including the second phase of our labor management system. We also trained all of our retail managers on improved selling techniques. Other process and technology improvements during the year included an enhancement to our food production system to automate inventory labeling which resulted in increased productivity and through-put which we believe allows us to continue a very strong value platform. Guest survey responses to overall value once again measured a year-over-year increase.

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5) Focus on enhancing long-term total shareholder returns. In 2014, we increased our regular quarterly dividend, continued to expand our store footprint, and began extending the brand beyond our existing stores. In the third quarter of 2014, we declared a 33% increase in our regular quarterly dividend to $1.00. This marks the fourth increase in the quarterly dividend since November 2011, generating a total increase of 400% over that time period. We opened seven new Cracker Barrel stores during the year bringing our total store count at the end of 2014 to 631. In the first quarter of 2014, we launched our licensing platform with John Morrell Food Group under our new trademark, CB Old Country Store™. We believe that our licensed products have been well received at the grocery stores, and at the end of 2014 we had 19 products available through our licensing program.

We believe the successful implementation of these five priorities resulted in our revenue growth during the year, positive comparable store restaurant and retail sales for the year with both comparable store traffic and sales out-performing the Knapp-Track™ Casual Dining Index for the year, and higher operating margin and profit as compared to the prior year. All of these were accomplished despite the pressures from widespread discounting within the restaurant industry, the challenges from a continuing uncertain consumer environment and severe winter weather.

RESULTS OF OPERATIONS

The following table highlights operating results over the past three years:

	Relationship to Total Revenue		
	2014	2013	2012*
Total revenue	100.0%	100.0%	100.0 %
Cost of goods sold	32.5	32.3	32.1
Gross profit	67.5	67.7	67.9
Labor and other related expenses	36.0	36.5	36.8
Other store operating expenses	18.9	18.2	18.0
Store operating income	12.6	13.0	13.1
General and administrative	4.8	5.4	5.7
Operating income	7.8	7.6	7.4
Interest expense	0.7	1.3	1.7
Income before income taxes	7.1	6.3	5.7
Provision for income taxes	2.2	1.9	1.7
Net income	4.9	4.4	4.0

*2012 consists of 53 weeks while the other periods presented consist of 52 weeks.

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Total Revenue

The following table highlights the key components of revenue for the past three years:

	2014	2013	2012
Revenue in dollars: [1]			
Restaurant	$2,137,405	$2,104,768	$2,054,127
Retail	546,272	539,862	526,068
Total revenue	$2,683,677	$2,644,630	$2,580,195
Total revenue percentage increase[1]	1.5 %	2.5 %	6.0 %
Total revenue by percentage relationships:			
Restaurant	79.6 %	79.6 %	79.6 %
Retail	20.4 %	20.4 %	20.4 %
Comparable number of stores	609	596	591
Comparable store averages per store: [2]			
Restaurant	$3,422	$3,409	$3,375
Retail	871	871	861
Total	$4,293	$4,280	$4,236
Restaurant average weekly sales [3]	$65.7	$65.2	$63.6
Retail average weekly sales [3]	16.8	16.7	16.3

[1] 2012 consists of 53 weeks while the other periods presented consist of 52 weeks.
[2] 2012 is calculated on a 53-week basis while the other periods are calculated on a 52-week basis.
[3] Average weekly sales are calculated by dividing net sales by operating weeks and include all stores.

Total revenue benefited from the opening of –––7, 8 and 13 stores in 2014, 2013 and 2012, respectively. Total revenue in 2012 also benefited from the additional week in 2012, which resulted in an increase in revenues of $51,059.

The following table highlights comparable store sales* results over the past two years:

	Period to Period Increase	
	2014 vs 2013 (609 Stores)	2013 vs 2012 (596 Stores)
Restaurant	0.7%	3.1 %
Retail	0.4	2.9
Restaurant & Retail	0.6	3.0

*Comparable store sales consist of sales of stores open at least six full quarters at the beginning of the year and are measured on comparable calendar weeks.

Our comparable store restaurant sales increased from 2013 to 2014 resulting from a higher average check of 2.6%, including a 2.1% average menu price increase, partially offset by a decrease in guest traffic of 1.9%. Our comparable store restaurant sales increased from 2012 to 2013 resulting from a higher average check of 2.5%, including a 2.2% average menu price increase, and an increase in guest traffic of 0.6%.

The comparable store retail sales increase from 2013 to 2014 resulted primarily from strong performance in apparel and accessories and home décor merchandise categories partially offset by a decline in the bed and bath merchandise category and the decrease in guest traffic. The comparable store retail sales increase from 2012 to 2013 resulted primarily from strong performance in apparel and accessories merchandise category and the increase in guest traffic.

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Cost of Goods Sold

The following table highlights the components of cost of goods sold in dollar amounts for the past three years:

	2014	2013	2012*
Cost of Goods Sold:			
Restaurant	$589,390	$571,825	$553,478
Retail	283,368	282,859	274,006
Total Cost of Goods Sold	$872,758	$854,684	$827,484

*2012 consists of 53 weeks while all other periods presented consist of 52 weeks.

The following table highlights restaurant cost of goods sold as a percentage of restaurant revenue for the past three years:

	2014	2013	2012
Restaurant Cost of Goods Sold	27.6%	27.2%	26.9%

The increase from 2013 to 2014 was primarily the result of food commodity inflation of 1.8%, a shift to higher cost menu items and higher food waste partially offset by our menu price increase referenced above. Higher cost menu items and higher food waste accounted for 0.3% and 0.1%, respectively, in restaurant cost of goods sold as a percentage of restaurant revenue. The increase from 2012 to 2013 was primarily the result of food commodity inflation of 3.4% partially offset by our menu price increase referenced above and a reduction in food waste. The reduction in food waste from 2012 to 2013 accounted for a 0.2% decrease in restaurant cost of goods sold as a percentage of restaurant revenue.

We presently expect the rate of commodity inflation to be approximately 4% to 5% in 2015 as compared to 2014. We expect to partially offset the effects of food commodity inflation through a combination of menu price increases, supply contracts and other cost reduction initiatives.

The following table highlights retail cost of goods sold as a percentage of retail revenue for the past three years:

	2014	2013	2012
Retail Cost of Goods Sold	51.9%	52.4%	52.1%

The decrease in retail cost of goods sold as a percentage of retail revenue in 2014 as compared to 2013 resulted primarily from lower freight, higher initial markup on retail merchandise, lower shrinkage and a reduction in the obsolescence inventory reserve partially offset by higher markdowns.

	2013 to 2014 (Decrease) Increase as a Percentage of Total Revenue
Freight	(0.4 %)
Higher initial markup on merchandise	(0.2 %)
Retail inventory shrinkage	(0.1 %)
Obsolescence inventory reserve	(0.1 %)

Markdowns	0.4	%

The increase in retail cost of goods sold as a percentage of retail revenue in 2013 as compared to 2012 resulted from lower initial markup on retail merchandise partially offset by lower freight and shrinkage.

	2012 to 2013 Increase (Decrease) as a Percentage of Total Revenue	
Lower initial markup on merchandise	0.6	%
Freight	(0.2	%)
Retail inventory shrinkage	(0.1	%)

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Labor and Related Expenses

Labor and other related expenses include all direct and indirect labor and related costs incurred in store operations. The following table highlights labor and other related expenses as a percentage of total revenue for the past three years:

	2014	2013	2012
Labor and other related expenses	36.0%	36.5%	36.8%

The year-to-year percentage change from 2013 to 2014 resulted from the following:

	2013 to 2014 (Decrease) as a Percentage of Total Revenue
Store bonus expense	(0.3%)
Employee health care expenses	(0.1%)
Store hourly labor	(0.1%)

Lower store bonus expense in 2014 as compared to 2013 reflected lower performance against financial objectives in 2014 as compared to the prior year.

The decrease in our employee health care expenses as compared to the prior year is primarily the result of the reimbursement of approximately $4,700 for certain health care premiums related to the plan year ending December 31, 2013 partially offset by higher enrollment and higher net premium costs related to the plan year ending December 31, 2014. During 2014, we recorded a receivable of $6,200 for reimbursement of certain health care premiums related to the plan year ending December 31, 2014 of which $3,600 reduced employee health care expenses in 2014. We presently expect to record an additional reimbursement of approximately $2,000 to $4,000 in 2015 related to the plan year ending December 31, 2014.

The decrease in store hourly labor costs as a percentage of total revenue from 2013 to 2014 resulted from menu price increases being higher than wage inflation and improved productivity.

The year-to-year percentage change from 2012 to 2013 resulted from the following:

	2012 to 2013 (Decrease) Increase as a Percentage of Total Revenue
Store hourly labor	(0.5%)
Store bonus expense	0.2%

The decrease in store hourly labor costs as a percentage of total revenue from 2012 to 2013 resulted from menu price increases being higher than wage inflation and improved productivity. Higher store bonus expense in 2013 as compared to 2012 reflected better performance against financial objectives in 2013 as compared to the prior year.

Other Store Operating Expenses

Other store operating expenses include all store-level operating costs, the major components of which are utilities, operating supplies, repairs and maintenance, depreciation and amortization, advertising, rent, credit card fees, real and personal property taxes and general insurance. The following table highlights other store operating expenses as a percentage of total revenue for the past three years:

	2014	2013	2012
Other store operating expenses	18.9%	18.2%	18.0%

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The year-to-year percentage change from 2013 to 2014 resulted primarily from the following:

	2013 to 2014 Increase as a Percentage of Total Revenue	
Utilities	0.1	%
Advertising	0.1	%
Store manager conference expense	0.1	%
Maintenance	0.1	%

The increase in utilities expense from 2013 to 2014 resulted primarily from higher heating costs due to unseasonably cold weather experienced at many of our store locations during the winter months in 2014.

The increase in advertising expense from 2013 to 2014 resulted primarily from higher media spending. We plan to spend approximately 2.5% of our total revenue on advertising in 2015 compared to 2.4% of total revenue in 2014.

In the first quarter of 2014, we held a general manager conference which was attended by our store operations management team. The last such conference was held during the first quarter of 2012 and the next conference is scheduled to be held in the first quarter of 2016.

Higher maintenance expenses resulted primarily from increases in lighting replacement costs, snow removal, kitchen equipment repairs and national inspection and repair programs.

The year-to-year percentage change from 2012 to 2013 resulted from the following:

	2012 to 2013 Increase (Decrease) as a Percentage of Total Revenue	
Advertising	0.1	%
Maintenance	0.1	%
Litigation settlement received in 2012	0.1	%
Utilities	(0.1	%)

The increase in advertising expense from 2012 to 2013 resulted primarily from higher media spending. Higher maintenance expenses resulted primarily from planned increases in nationally managed repair and preventative maintenance programs. Lower utilities expense resulted primarily from lower electricity costs.

General and Administrative Expenses

The following table highlights general and administrative expenses as a percentage of total revenue for the past three years:

	2014	2013	2012
General and administrative expenses	4.8 %	5.4 %	5.7 %

The year-to-year percentage change from 2013 to 2014 resulted primarily from lower incentive compensation. Lower incentive compensation in 2014 as compared to 2013 resulted primarily from lower performance against financial objectives as compared to the prior year and a decrease in the price of our common stock in 2014.

The year-to-year percentage change from 2012 to 2013 resulted from the following:

	2012 to 2013 (Decrease) as a Percentage of Total Revenue
Payroll and related expenses	(0.2 %)
Manager conference expense	(0.1 %)

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Lower payroll and related expenses in 2013 as compared to 2012 resulted primarily from fewer store managers in training due to lower turnover and our opening fewer stores in 2013 as compared to 2012. The decrease in general and administrative expenses in 2013 as compared to 2012 also resulted from the non-recurrence of expenses associated with a biannual manager conference which was held in the first quarter of 2012.

Interest Expense

The following table highlights interest expense for the past three years:

	2014	2013	2012
Interest expense	$17,557	$35,742	$44,687

The year-to-year decrease from 2013 to 2014 resulted primarily from lower interest rates because of the expiration of our seven-year interest rate swap on May 3, 2013, which had a fixed interest rate of 5.57% plus our credit spread and lower debt outstanding.

The year-to-year decrease from 2012 to 2013 resulted primarily from lower debt outstanding and lower interest rates because of a reduction in our credit spread and the expiration of our seven-year interest rate swap on May 3, 2013, which had a fixed interest rate of 5.57% plus our credit spread.

Provision for Income Taxes

The following table highlights the provision for income taxes as a percentage of income before income taxes ("effective tax rate") for the past three years:

	2014	2013	2012
Effective tax rate	30.8%	29.3%	29.5%

The increase in our effective tax rate from 2013 to 2014 resulted primarily from the expiration of the Work Opportunity Tax Credit ("WOTC") as of December 31, 2013. The decrease in our effective tax rate from 2012 to 2013 resulted primarily from the retroactive extension by Congress of the WOTC through the end of calendar 2013 partially offset by the increase in pretax income.

We presently expect our effective tax rate for 2015 to be between 32% and 33%. This estimate assumes that the WOTC, which expired on December 31, 2013, is not renewed. We estimate that the renewal of the WOTC could reduce our provision for income taxes by $5,000 to $6,000 in 2015.

LIQUIDITY AND CAPITAL RESOURCES

The following table presents a summary of our cash flows for the last three years:

	2014	2013	2012
Net cash provided by operating activities	$177,625	$208,499	$219,822
Net cash used in investing activities	(88,815)	(73,406)	(79,547)
Net cash used in financing activities	(91,167)	(165,337)	(40,587)
Net (decrease) increase in cash and cash equivalents	$(2,357)	$(30,244)	$99,688

Our primary sources of liquidity are cash generated from our operations and our borrowing capacity under our revolving credit facility. Our internally generated cash, along with cash on hand at August 2, 2013, was sufficient to finance all of our growth, dividend payments, working capital needs, share repurchases and other cash payment obligations in 2014.

We believe that cash at August 1, 2014, along with cash expected to be generated from our operating activities and the borrowing capacity under our revolving credit facility will be sufficient to finance our continuing operations, our continuing expansion plans and our expected dividend payments for 2015.

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Cash Generated from Operations

The decrease in net cash flow provided by operating activities from 2013 to 2014 reflected the timing of payments for accounts payable and higher retail inventories. Higher retail inventories at the end of 2014 resulted primarily from the early receipt of holiday and other merchandise and lower than anticipated sales in 2014. The decrease in net cash flow provided by operating activities from 2012 to 2013 reflected higher annual and long-term incentive bonus payments and related taxes made in 2013 as a result of the prior year's performance and the timing of payments for income taxes partially offset by higher net income and the timing of payments for interest and accounts payable.

Capital Expenditures

The following table presents our capital expenditures (purchase of property and equipment), net of proceeds from insurance recoveries, for the last three years:

	2014	2013	2012
Capital expenditures, net of proceeds from insurance recoveries	$90,564	$73,961	$80,170

Our capital expenditures consisted primarily of costs of new store locations and capital expenditures for maintenance programs. The increase in capital expenditures from 2013 to 2014 resulted primarily from an increase in the number of new store locations acquired and under construction as compared to the prior year and higher maintenance capital expenditures due to our aging store base. The decrease in capital expenditures from 2012 to 2013 resulted primarily from a decrease in the number of new store locations acquired and under construction as compared to the prior year partially offset by higher capital expenditures for operational initiatives and maintenance programs.

We estimate that our capital expenditures during 2015 will be between $100,000 and $110,000. This estimate includes the acquisition of sites and construction costs of approximately six or seven new stores that will open during 2015, as well as acquisition and construction costs for store locations to be opened in 2016. We also expect to increase capital expenditures for maintenance programs related to our aging store base and technology and operational improvements, which are intended to improve the guest experience and improve margins. We intend to fund our capital expenditures with cash generated by operations and borrowings under our revolving credit facility, as necessary.

Borrowing Capacity and Debt Covenants

In July 2011, we entered into a five-year $750,000 credit facility (the "Credit Facility") consisting of a $250,000 term loan (aggregate principal amount outstanding at both August 1, 2014 and August 2, 2013 was $187,500) and a $500,000 revolving credit facility ("the Revolving Credit Facility"). The Credit Facility expires on July 8, 2016. We currently plan to refinance the Credit Facility before the end of 2015.

The following table highlights our borrowing capacity and outstanding borrowings under the Revolving Credit Facility, our standby letters of credit and our borrowing availability under the Revolving Credit Facility as of August 1, 2014:

	August 1, 2014
Borrowing capacity under the Revolving Credit Facility	$500,000
Less: Outstanding borrowings under the Revolving Credit Facility	212,500
Less: Standby letters of credit*	20,637
Borrowing availability under the Revolving Credit Facility	$266,863

*Our standby letters of credit relate to securing reserved claims under workers' compensation insurance and reduce our borrowing availability under the Revolving Credit Facility.

We prepaid our 2014 required principal payments under our term loan in 2013. As a result, we did not make any debt payments under our Credit Facility in 2014. We reduced our borrowings under our Credit Facility by $125,000 and $25,000 in 2013 and 2012, respectively, by making optional prepayments using excess cash generated from operations. See "Material Commitments" below and Note 5 to our Consolidated Financial Statements for further information on our long-term debt.

The Credit Facility contains customary financial covenants, which include maintenance of a maximum consolidated total leverage ratio and a minimum consolidated interest coverage ratio. We presently are and expect to remain in compliance with the Credit Facility's financial covenants for the remaining term of the facility.

Dividends, Share Repurchases and Share-Based Compensation Awards

Our Credit Facility imposes restrictions on the amount of dividends we are permitted to pay and the amount of shares we are permitted to repurchase. Provided there is no default existing and the total of our availability under the Revolving Credit Facility plus our cash and cash equivalents on hand is at least $100,000 (the "liquidity requirements"), we may declare and pay cash dividends on shares of our common stock and repurchase shares of our common stock if the aggregate amount of dividends paid and shares repurchased during any fiscal year is less than the sum of (1) 20% of Consolidated EBITDA from continuing operations (as defined in the Credit Facility) (the "20% limitation") during the immediately preceding fiscal year and (2) provided our consolidated total leverage ratio is 3.25 to 1.00 or less, $100,000 (less the amount of any share repurchases during the current fiscal year). In any event, as long as the liquidity requirements are met, dividends may be declared and paid in any fiscal year up to the amount of dividends permitted and paid in the preceding fiscal year without regard to the 20% limitation.

During the first three quarters of 2014, we declared a quarterly dividend of $0.75 per share of our common stock. Additionally, during the third quarter of 2014, we increased our quarterly dividend by 33% by declaring a dividend of $1.00 per share payable on August 5, 2014 to shareholders of record on July 18, 2014.

The following table highlights the dividends per share we paid for the last three years:

	2014	2013	2012
Dividends per share paid	$3.00	$1.90	$0.97

Our current criteria for share repurchases are that they be accretive to expected net income per share and are within the limits imposed by our Credit Facility. Under our Credit Facility, we may repurchase shares up to a maximum amount of $100,000 less the amount of dividends paid provided the liquidity requirements are met. Subject to the limits imposed by the Credit Facility, in 2014, 2013 and 2012, we were authorized by our Board of Directors to repurchase shares at the discretion of management up to $50,000, $100,000 and $65,000, respectively.

The following table highlights our share repurchases for the last three years:

	2014	2013	2012
Shares of common stock repurchased	120,000	44,300	265,538
Cost of shares repurchased	$12,473	$3,570	$14,923

In 2014, related tax withholding payments on certain share-based compensation awards exceeded proceeds received from the exercise of stock options which resulted in a net use of cash of $8,457. In 2013 and 2012, proceeds received from the exercise of share-based compensation awards were $6,454 and $17,602, respectively.

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Working Capital

In the restaurant industry, substantially all sales are either for cash or third-party credit card. Like many other restaurant companies, we are able to, and often do, operate with negative working capital. Restaurant inventories purchased through our principal food distributor are on terms of net zero days, while other restaurant inventories purchased locally are generally financed through trade credit at terms of 30 days or less. Because of our gift shop, which has a lower product turnover than the restaurant, we carry larger inventories than many other companies in the restaurant industry. Retail inventories are generally financed through trade credit at terms of 60 days or less. These various trade terms are aided by rapid turnover of the restaurant inventory. Employees generally are paid on weekly or semi-monthly schedules in arrears for hours worked except for bonuses that are paid either quarterly or annually in arrears. Many other operating expenses have normal trade terms and certain expenses such as certain taxes and some benefits are deferred for longer periods of time.

The following table highlights our working capital:

	2014	2013	2012
Working capital (deficit)	$(14,789)	$(13,873)	$18,249

The change in working capital at August 1, 2014 compared to August 2, 2013 primarily reflected our current maturities on our debt, the increase in our dividend payable, an increase in deferred revenue related to the sales of our gift cards and the current portion of our interest rate swaps partially offset by higher retail inventory and the timing of payments for accounts payable and estimated income taxes. The change in working capital at August 2, 2013 compared to August 3, 2012 primarily reflected a decrease in cash due to optional debt payments and higher dividend payments in 2013.

Off-Balance Sheet Arrangements

Other than various operating leases, which are disclosed more fully in “Material Commitments” below and Notes 2 and 9 to our Consolidated Financial Statements, we have no other material off-balance sheet arrangements.

Material Commitments

Our contractual cash obligations and commitments as of August 1, 2014, are summarized in the tables below:

	Payments due by Years				
Contractual Obligations [(a)]	Total	2015	2016-2017	2018-2019	After 2019
Term loan [(b)]	$187,500	$25,000	$162,500	--	--
Revolving Credit Facility[(b)]	212,500	--	212,500	--	--
Operating leases [(c)]	755,649	60,569	92,800	$83,518	$518,762
Purchase obligations [(d)]	97,991	61,985	24,899	11,107	--
Other long-term obligations [(e)]	34,308	1,803	5,912	207	26,386
Total contractual cash obligations	$1,287,948	$149,357	$498,611	$94,832	$545,148

	Amount of Commitment Expirations by Years				
	Total	2015	2016-2017	2018-2019	After 2019
Revolving Credit Facility[(b)]	$500,000	--	$500,000	--	--
Standby letters of credit[(f)]	20,637	$1,070	19,567	--	--
Guarantees [(g)]	659	111	235	$235	$ 78

Total commitments	$521,296	$1,181	$519,802	$235	$ 78

(a) At August 1, 2014, the entire liability for uncertain tax positions (including penalties and interest) is classified as a long-term liability. At this time, we are unable to make a reasonably reliable estimate of the amounts and timing of payments in individual years because of uncertainties in the timing of the effective settlement of tax positions. As such, the liability for uncertain tax positions of $31,391 is not included in the contractual cash obligations and commitments table above.

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(b) Our term loan is payable on or before July 8, 2016 and our Revolving Credit Facility expires on July 8, 2016. Even though our current credit facility expires in 2016, we have the intent and ability to refinance our debt to maintain a sufficient amount of outstanding borrowings during the terms of our interest rate swaps that expire in 2017, 2018 and 2019. Using projected interest rates, we anticipate having interest payments of $14,821, $29,042 and $28,080 in 2015, 2016-2017 and 2018-2019, respectively. The projected interest rates are our fixed rates under our interest rate swaps (see Note 6 to the Consolidated Financial Statements) plus our current credit spread of 1.50%. Based on our outstanding borrowings under our Revolving Credit Facility, our standby letters of credit at August 1, 2014 and our current unused commitment fee as defined in the Credit Facility, our unused commitment fees in 2015 and 2016 would be $668 and $629; however, the actual amount will differ based on actual usage of the Revolving Credit Facility in 2015 and 2016.

(c) Includes base lease terms and certain optional renewal periods for which at the inception of the lease, it is reasonably assured that we will exercise.

(d) Purchase obligations consist of purchase orders for food and retail merchandise; purchase orders for capital expenditures, supplies, other operating needs and other services; and commitments under contracts for maintenance needs and other services. We have excluded contracts that do not contain minimum purchase obligations. We excluded long-term agreements for services and operating needs that can be cancelled within 60 days without penalty. We included long-term agreements and certain retail purchase orders for services and operating needs that can be cancelled with more than 60 days notice without penalty only through the term of the notice. We included long-term agreements for services and operating needs that only can be cancelled in the event of an uncured material breach or with a penalty through the entire term of the contract. Because of the uncertainties of seasonal demands and promotional calendar changes, our best estimate of usage for food, supplies and other operating needs and services is ratably over either the notice period or the remaining life of the contract, as applicable, unless we had better information available at the time related to each contract.

(e) Other long-term obligations include our Non-Qualified Savings Plan ($25,322, with a corresponding long-term asset to fund the liability; see Note 12 to the Consolidated Financial Statements), Deferred Compensation Plan ($2,868) and our long-term incentive plans ($6,118).

(f) Our standby letters of credit relate to securing reserved claims under workers' compensation insurance and reduce our borrowing availability under the Revolving Credit Facility.

(g) Consists solely of guarantees associated with lease payments for two properties. We are not aware of any non-performance under these arrangements that would result in us having to perform in accordance with the terms of those guarantees.

Recent Accounting Pronouncements Adopted and Not Yet Adopted

See Note 2 to the accompanying Consolidated Financial Statements for a discussion of recent accounting guidance adopted and not yet adopted. None of the accounting guidance adopted and discussed in Note 2 had a significant impact on our consolidated financial statements. The Company is currently evaluating the impact of adopting the accounting guidance discussed in Note 2 which the Company has not yet adopted.

CRITICAL ACCOUNTING ESTIMATES

We prepare our Consolidated Financial Statements in conformity with GAAP. The preparation of these financial statements requires us to make estimates and assumptions about future events and apply judgments that affect the reported amounts of assets, liabilities, revenue, expenses and related disclosures. We base our estimates and judgments on historical experience, current trends, outside advice from parties believed to be experts in such matters and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. However, because future events and their effects cannot be determined with certainty, actual results could differ from those assumptions and estimates, and such differences could be material.

Our significant accounting policies are discussed in Note 2 to the Consolidated Financial Statements. Judgments and uncertainties affecting the application of those policies may result in materially different amounts being reported under different conditions or using different assumptions. Critical accounting estimates are those that:

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- management believes are most important to the accurate portrayal of both our financial condition and operating results; and
- require management's most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain.

We consider the following accounting estimates to be most critical in understanding the judgments that are involved in preparing our Consolidated Financial Statements:

- Impairment of Long-Lived Assets and Provision for Asset Dispositions
- Insurance Reserves
- Retail Inventory Valuation
- Tax Provision
- Share-Based Compensation

Management has reviewed these critical accounting estimates and related disclosures with the Audit Committee of our Board of Directors.

Impairment of Long-Lived Assets and Provision for Asset Dispositions

We assess the impairment of long-lived assets whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. Recoverability of assets is measured by comparing the carrying value of the asset to the undiscounted future cash flows expected to be generated by the asset. If the total expected future cash flows are less than the carrying amount of the asset, the carrying value is written down, for an asset to be held and used, to the estimated fair value or, for an asset to be disposed of, to the fair value, net of estimated costs of disposal. Any loss resulting from impairment is recognized by a charge to income. Judgments and estimates that we make related to the expected useful lives of long-lived assets and future cash flows are affected by factors such as changes in economic conditions and changes in operating performance. The accuracy of such provisions can vary materially from original estimates and management regularly monitors the adequacy of the provisions until final disposition occurs.

We have not made any material changes in our methodology for assessing impairments during the past three years and we do not believe that there is a reasonable likelihood that there will be a material change in the estimates or assumptions used by us to assess impairment of long-lived assets. However, if actual results are not consistent with our estimates and assumptions used in estimating future cash flows and fair values of long-lived assets, we may be exposed to losses that could be material.

Insurance Reserves

We self-insure a significant portion of our expected workers' compensation and general liability programs. We purchase insurance for individual workers' compensation claims that exceed $250, $500 or $1,000 depending on the state in which the claim originates. We purchase insurance for individual general liability claims that exceed $500. We record a reserve for workers' compensation and general liability for all unresolved claims and for an estimate of incurred but not reported claims ("IBNR"). These reserves and estimates of IBNR claims are based upon a full scope actuarial study which is performed annually at the end of our third quarter and is adjusted by the actuarially determined losses and actual claims payments for the fourth quarter. Additionally, we perform limited scope actuarial studies on a quarterly basis to verify and/or modify our reserves. The reserves and losses in the actuarial study represent a range of possible outcomes within which no given estimate is more likely than any other estimate. As such, we record the losses in the lower end of that range and discount them to present value using a risk-free interest rate based on projected timing of payments. We also monitor actual claims development, including incurrence or settlement of individual large claims during the interim periods between actuarial studies as another means of estimating the adequacy of our reserves.

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Our group health plans combine the use of self-insured and fully-insured programs. Benefits for any individual (employee or dependents) in the self-insured group health program are limited. We record a liability for the self-insured portion of our group health program for all unpaid claims based upon a loss development analysis derived from actual group health claims payment experience. We also record a liability for unpaid prescription drug claims based on historical experience. The fully-insured portion of our health insurance program contains a retrospective feature which could increase or decrease premiums based on actual claims experience.

Our accounting policies regarding insurance reserves include certain actuarial assumptions and management judgments regarding economic conditions, the frequency and severity of claims and claim development history and settlement practices. We have not made any material changes in the accounting methodology used to establish our insurance reserves during the past three years and do not believe there is a reasonable likelihood that there will be a material change in the estimates or assumptions used to calculate the insurance reserves. However, changes in these actuarial assumptions or management judgments in the future may produce materially different amounts of expense that would be reported under these insurance programs.

Retail Inventory Valuation

Cost of goods sold includes the cost of retail merchandise sold at our stores utilizing the retail inventory method ("RIM"). Under RIM, the valuation of our retail inventories is at cost and the resulting gross margins are calculated by applying a cost-to-retail ratio to the retail value of our inventories. Inherent in the RIM calculation are certain significant management judgments and estimates, including initial markons, markups, markdowns and shrinkage, which may significantly impact the gross margin calculation as well as the ending inventory valuation.

Inventory valuation provisions are included for retail inventory obsolescence and retail inventory shrinkage. Retail inventory is reviewed on a quarterly basis for obsolescence and adjusted as appropriate based on assumptions made by management and judgment regarding inventory aging and future promotional activities. Cost of goods sold includes an estimate of shrinkage that is adjusted upon physical inventory counts. Annual physical inventory counts are conducted throughout the third and fourth quarters based upon a cyclical inventory schedule. An estimate of shrinkage is recorded for the time period between physical inventory counts by using a three-year average of the physical inventories' results on a store-by-store basis.

We have not made any material changes in the methodologies, estimates or assumptions related to our merchandise inventories during the past three years and do not believe there is a reasonable likelihood that there will be a material change in the estimates or assumptions in the future. However, actual obsolescence or shrinkage recorded may produce materially different amounts than we have estimated.

Tax Provision

We must make estimates of certain items that comprise our income tax provision. These estimates include effective state and local income tax rates, employer tax credits for items such as FICA taxes paid on employee tip income, Work Opportunity and Welfare to Work credits, as well as estimates related to certain depreciation and capitalization policies. Our estimates are made based on current tax laws, the best available information at the time of the provision and historical experience.

We recognize (or derecognize) a tax position taken or expected to be taken in a tax return in the financial statements when it is more likely than not (i.e., a likelihood of more than fifty percent) that the position would be sustained (or not sustained) upon examination by tax authorities. A recognized tax position is then measured at the largest amount of benefit that is greater than fifty percent likely of being realized upon ultimate settlement.

We file our income tax returns many months after our year end. These returns are subject to audit by various federal and state governments years after the returns are filed and could be subject to differing interpretations of the tax laws. We then must assess the likelihood of successful legal proceedings or reach a settlement with the relevant taxing authority. Although we believe that the judgments and estimates used in establishing our tax provision are reasonable, an unsuccessful legal proceeding or a settlement could result in material adjustments to our Consolidated Financial Statements and our consolidated financial position.

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Share-Based Compensation

Our share-based compensation primarily consists of nonvested stock awards and performance-based market stock units ("MSU Grants"). Share-based compensation expense is recognized based on the grant date fair value and the achievement of performance conditions for certain awards. We recognize share-based compensation expense on a straight-line basis over the requisite service period, which is generally the award's vesting period, or the date on which retirement eligibility is achieved, if shorter.

Compensation expense is recognized for only the portion of our share-based compensation awards that are expected to vest. Therefore, an estimated forfeiture rate is derived from historical employee termination behavior and is updated annually. The forfeiture rate is applied on a straight-line basis over the service (vesting) period and we update the estimated forfeiture rate to actual at each reporting period.

Beginning in 2014, our share-based compensation awards accrue dividends. Dividends will be forfeited for any share-based compensation awards that do not vest.

Our nonvested stock awards are time vested except for awards under our long-term incentive plans which also contain performance conditions. At each reporting period, we reassess the probability of achieving the performance conditions under our long-term incentive plans. Determining whether the performance conditions will be achieved involves judgment and the estimate of expense for nonvested stock awards may be revised periodically based on changes in our determination of the probability of achieving the performance conditions. Revisions are reflected in the period in which the estimate is changed. If any performance conditions are not met, no shares will be granted, no compensation will ultimately be recognized and, to the extent previously recognized, compensation expense will be reversed.

Generally, the fair value of each nonvested stock award which does not accrue dividends is equal to the market price of our stock at the date of grant reduced by the present value of expected dividends to be paid prior to the vesting period, discounted using an appropriate risk-free interest rate. Other nonvested stock awards accrue dividends and their fair value is equal to the market price of our stock at the date of grant.

In addition to providing the requisite service, MSU Grants contain both a market condition, total shareholder return, and a performance condition. Total shareholder return is defined as the change in our stock price plus dividends paid during the performance period. The number of shares awarded at the end of the performance period will vary in direct proportion to a target number of shares set at the beginning of the period, up to a maximum of 150% of target, based on the change in our cumulative total shareholder return over the period. The probability of the actual shares expected to be awarded is considered in the grant date valuation; therefore, the expense will not be adjusted to reflect the actual units awarded. However, if the performance condition is not met, no shares will be granted, no compensation will ultimately be recognized and, to the extent previously recognized, compensation expense will be reversed.

The fair value of our MSU Grants was determined using the Monte-Carlo simulation model, which simulates a range of possible future stock prices and estimates the probabilities of the potential payouts. The Monte-Carlo simulation model uses the average prices for the 60-consecutive calendar days beginning 30 days prior to and ending 30 days after the first business day of the performance period. This model also incorporates the following ranges of assumptions:

- The expected volatility is a blend of implied volatility based on market-traded options on our stock and historical volatility of our stock over the period commensurate with the three-year performance period.
- The risk-free interest rate is based on the U.S. Treasury rate assumption commensurate with the three-year performance period.
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The expected dividend yield is based on our current dividend yield as the best estimate of projected dividend yield for periods within the three-year performance period.

We update the historical and implied components of the expected volatility assumption when new grants are made.

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We have not made any material changes in our estimates or assumptions used to determine share-based compensation during the past three years. We do not believe there is a reasonable likelihood that there will be a material change in the future estimates or assumptions used to determine share-based compensation expense. However, if actual results are not consistent with our estimates or assumptions, we may be exposed to changes in share-based compensation expense that could be material.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to market risk, such as changes in interest rates and commodity prices. We do not hold or use derivative financial instruments for trading purposes.

Interest Rate Risk. We have interest rate risk relative to our outstanding borrowings under our Credit Facility. At both August 1, 2014 and August 2, 2013, our outstanding borrowings under our Credit Facility totaled $400,000 (see Note 5 to our Consolidated Financial Statements). Loans under the Credit Facility bear interest, at our election, either at the prime rate or LIBOR plus a percentage point spread based on certain specified financial ratios. Our policy has been to manage interest cost using a mix of fixed and variable rate debt (see Notes 5, 6 and 9 to our Consolidated Financial Statements). To manage this risk in a cost efficient manner, we have entered into interest rate swaps. A summary of our interest rate swaps at August 1, 2014 is as follows:

Trade Date	Effective Date	Term (in Years)	Notional Amount	Fixed Rate
August 10, 2010	May 3, 2013	2	$200,000	2.73 %
July 25, 2011	May 3, 2013	2	50,000	2.00 %
July 25, 2011	May 3, 2013	3	50,000	2.45 %
September 19, 2011	May 3, 2013	2	25,000	1.05 %
September 19, 2011	May 3, 2013	2	25,000	1.05 %
December 7, 2011	May 3, 2013	3	50,000	1.40 %
March 18, 2013	May 3, 2015	3	50,000	1.51 %
April 8, 2013	May 3, 2015	2	50,000	1.05 %
April 15, 2013	May 3, 2015	2	50,000	1.03 %
April 22, 2013	May 3, 2015	3	25,000	1.30 %
April 25, 2013	May 3, 2015	3	25,000	1.29 %
June 18, 2014	May 3, 2015	4	40,000	2.51 %
June 24, 2014	May 3, 2015	4	30,000	2.51 %
July 1, 2014	May 5, 2015	4	30,000	2.43 %

The notional amount for the interest rate swap entered into on June 18, 2014 increases by $40,000 each May over the four-year term of the interest rate swap beginning in May 2016 until the notional amount reaches $160,000 in May 2018. The notional amounts for the interest rate swaps entered into on June 24, 2014 and July 1, 2014 increase by $30,000 each May over the four-year terms of the interest rate swaps beginning in May 2016 until the notional amounts each reach $120,000 in May 2018.

At both August 1, 2014 and August 2, 2013, our outstanding borrowings were swapped at a weighted average interest rate of 3.73%, which is the weighted average fixed rate of our interest rate swaps plus our current credit spread. See Note 6 to our Consolidated Financial Statements for further discussion of our interest rate swaps.

Commodity Price Risk. Many of the food products that we purchase are affected by commodity pricing and are, therefore, subject to price volatility caused by market conditions, weather, production problems, delivery difficulties and other factors which are outside our control and which are generally unpredictable.

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The following table highlights the five food categories which accounted for the largest shares of our food purchases in 2014 and 2013:

	Percentage of Food Purchases	
	2014	2013
Beef	13 %	13 %
Dairy (including eggs)	12 %	12 %
Fruits and vegetables	12 %	12 %
Poultry	11 %	11 %
Pork	11 %	11 %

Other categories affected by the commodities markets, such as grains and seafood, may each account for as much as 7% of our food purchases. While some of our food items are produced to our proprietary specifications, our food items are based on generally available products, and if any existing suppliers fail, or are unable to deliver in quantities required by us, we believe that there are sufficient other quality suppliers in the marketplace that our sources of supply can be replaced as necessary to allow us to avoid any material adverse effects that could be caused by such unavailability. We also recognize, however, that commodity pricing is extremely volatile and can change unpredictably even over short periods of time. Changes in commodity prices would affect us and our competitors generally, and depending on the terms and duration of supply contracts, sometimes simultaneously. We enter into contracts for certain of our products in an effort to minimize volatility of supply and pricing. In many cases, or over the longer term, we believe we will be able to pass through some or much of the increased commodity costs by adjusting our menu pricing. From time to time, competitive circumstances, or judgments about consumer acceptance of price increases, may limit menu price flexibility, and in those circumstances, increases in commodity prices can result in lower margins.

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ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM
To the Board of Directors and Shareholders of Cracker Barrel Old Country Store, Inc.
Lebanon, Tennessee

We have audited the accompanying consolidated balance sheets of Cracker Barrel Old Country Store, Inc. and its subsidiaries (the "Company") as of August 1, 2014 and August 2, 2013, and the related consolidated statements of income, comprehensive income, changes in shareholders' equity, and cash flows for each of the three fiscal years in the period ended August 1, 2014. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of Cracker Barrel Old Country Store, Inc. and its subsidiaries as of August 1, 2014 and August 2, 2013, and the results of their operations and their cash flows for each of the three fiscal years in the period ended August 1, 2014, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of August 1, 2014, based on the criteria established in Internal Control—Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated September 25, 2014 expressed an unqualified opinion on the Company's internal control over financial reporting.

/s/ Deloitte & Touche LLP

Nashville, Tennessee
September 25, 2014

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CRACKER BARREL OLD COUNTRY STORE, INC.
CONSOLIDATED BALANCE SHEETS

	(In thousands except share data)	
ASSETS	August 1, 2014	August 2, 2013
Current Assets:		
Cash and cash equivalents	$119,361	$121,718
Property held for sale	--	883
Accounts receivable	22,704	15,942
Income taxes receivable	2,973	--
Inventories	165,426	146,687
Prepaid expenses and other current assets	11,997	12,648
Deferred income taxes	7,188	4,316
Total current assets	329,649	302,194
Property and Equipment:		
Land	303,933	299,995
Buildings and improvements	767,149	746,764
Buildings under capital leases	3,289	3,289
Restaurant and other equipment	506,323	484,013
Leasehold improvements	271,049	255,058
Construction in progress	15,378	8,704
Total	1,867,121	1,797,823
Less: Accumulated depreciation and amortization of capital leases	823,837	771,454
Property and equipment – net	1,043,284	1,026,369
Other assets	59,315	59,743
Total	$1,432,248	$1,388,306

LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities:		
Accounts payable	$98,477	$110,637
Current maturities of long-term debt	25,000	--
Taxes withheld and accrued	36,261	35,076
Accrued employee compensation	60,933	62,780
Accrued employee benefits	26,050	24,477
Deferred revenues	49,825	44,098
Dividend payable	23,838	17,847
Current interest rate swap liability	4,704	--
Other current liabilities	19,350	21,152
Total current liabilities	344,438	316,067
Long-term debt	375,000	400,000
Long-term interest rate swap liability	3,239	11,644
Other long-term obligations	123,221	120,073
Deferred income taxes	57,709	56,496
Commitments and Contingencies (Notes 9 and 15)		
Shareholders' Equity:		
Preferred stock – 100,000,000 shares of $.01 par value authorized; 300,000 shares designated as Series A Junior Participating Preferred Stock; no shares issued	--	--
Common stock – 400,000,000 shares of $.01 par value authorized; 2014 – 23,821,227 shares issued and outstanding; 2013 – 23,795,327		

shares issued and outstanding	238	237
Additional paid-in capital	39,969	51,728
Accumulated other comprehensive loss	(4,733)	(6,612)
Retained earnings	493,167	438,673
Total shareholders' equity	528,641	484,026
Total	$1,432,248	$1,388,306

See Notes to Consolidated Financial Statements.

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CRACKER BARREL OLD COUNTRY STORE, INC.
CONSOLIDATED STATEMENTS OF INCOME

	(In thousands except share data) Fiscal years ended		
	August 1, 2014	August 2, 2013	August 3, 2012
Total revenue	$2,683,677	$2,644,630	$2,580,195
Cost of goods sold	872,758	854,684	827,484
Gross profit	1,810,919	1,789,946	1,752,711
Labor and other related expenses	966,593	962,559	951,435
Other store operating expenses	506,533	482,601	464,130
Store operating income	337,793	344,786	337,146
General and administrative expenses	129,387	143,262	146,171
Operating income	208,406	201,524	190,975
Interest expense	17,557	35,742	44,687
Income before income taxes	190,849	165,782	146,288
Provision for income taxes	58,721	48,517	43,207
Net income	$132,128	$117,265	$103,081
Net income per share - basic	$5.55	$4.95	$4.47
Net income per share - diluted	$5.51	$4.90	$4.40
Basic weighted average shares outstanding	23,817,768	23,708,875	23,067,566
Diluted weighted average shares outstanding	23,966,015	23,948,321	23,408,126

See Notes to Consolidated Financial Statements.

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CRACKER BARREL OLD COUNTRY STORE, INC.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	(In thousands)		
	Fiscal years ended		
	August 1, 2014	August 2, 2013	August 3, 2012
Net income	$132,128	$117,265	$103,081
Other comprehensive income before income tax expense:			
Change in fair value of interest rate swaps	3,058	23,620	17,223
Income tax expense	1,179	9,074	349
Other comprehensive income, net of tax	1,879	14,546	16,874
Comprehensive income	$134,007	$131,811	$119,955

See Notes to Consolidated Financial Statements.

CRACKER BARREL OLD COUNTRY STORE, INC.
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(In thousands except share data)

	Common Stock		Additional	Accumulated Other		Total
	Shares	Amount	Paid-In Capital	Comprehensive Loss	Retained Earnings	Shareholders' Equity
Balances at July 29, 2011	22,840,974	$ 228	$ 7,081	$ (38,032)	$ 298,757	$ 268,034
Comprehensive Income:						
Net income	--	--	--	--	103,081	103,081
Other comprehensive income, net of tax	--	--	--	16,874	--	16,874
Total comprehensive income	--	--	--	16,874	103,081	119,955
Cash dividends declared - $1.15 per share	--	--	--	--	(26,915)	(26,915)
Share-based compensation	--	--	14,420	--	--	14,420
Issuance of share-based compensation awards,net of shares withheld for employee taxes	897,588	9	17,593	--	--	17,602
Tax benefit realized upon exercise of share-based compensation awards	--	--	4,502	--	--	4,502
Purchases and retirement of common stock	(265,538)	(3)	(14,920)	--	--	(14,923)
Balances at August 3, 2012	23,473,024	234	28,676	(21,158)	374,923	382,675
Comprehensive Income:						
Net income	--	--	--	--	117,265	117,265
Other comprehensive income, net of tax	--	--	--	14,546	--	14,546
Total comprehensive income	--	--	--	14,546	117,265	131,811
Cash dividends declared - $2.25 per share	--	--	--	--	(53,515)	(53,515)
Share-based compensation	--	--	17,839	--	--	17,839
Issuance of share-based compensation awards,net of shares withheld for employee taxes	366,603	4	6,450	--	--	6,454
Tax benefit realized upon exercise of share-based compensation awards	--	--	2,332	--	--	2,332
Purchases and retirement of common stock	(44,300)	(1)	(3,569)	--	--	(3,570)
Balances at August 2, 2013	23,795,327	237	51,728	(6,612)	438,673	484,026
Comprehensive Income:						
Net income	--	--	--	--	132,128	132,128
Other comprehensive income, net of tax	--	--	--	1,879	--	1,879
Total comprehensive income	--	--	--	1,879	132,128	134,007
Cash dividends declared - $3.25 per share	--	--	--	--	(77,634)	(77,634)
Share-based compensation	--	--	7,924	--	--	7,924
Issuance of share-based compensation awards, net of shares withheld for employee taxes	145,900	2	(8,459)	--	--	(8,457)
	--	--	1,248	--	--	1,248

Tax benefit realized upon exercise of share-based compensation awards						
Purchases and retirement of common stock	(120,000)	(1)	(12,472)	--	--	(12,473)
Balances at August 1, 2014	23,821,227	$ 238	$ 39,969	$ (4,733)	$ 493,167	$ 528,641

See Notes to Consolidated Financial Statements.

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CRACKER BARREL OLD COUNTRY STORE, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS

	(In thousands) Fiscal years ended August 1, 2014	August 2, 2013	August 3, 2012
Cash flows from operating activities:			
Net income	$132,128	$117,265	$103,081
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	68,389	66,120	64,467
Loss on disposition of property and equipment	5,163	4,057	2,702
Share-based compensation	7,924	17,839	14,420
Excess tax benefit from share-based compensation	(1,248)	(2,332)	(4,502)
Changes in assets and liabilities:			
Accounts receivable	(6,762)	(1,333)	(2,330)
Income taxes receivable	(1,725)	--	7,898
Inventories	(18,739)	(3,420)	(1,720)
Prepaid expenses and other current assets	651	(1,243)	(2,405)
Other assets	(1,701)	(1,033)	(4,725)
Accounts payable	(12,160)	9,366	1,592
Taxes withheld and accrued	1,185	(4,628)	7,369
Accrued employee compensation	(1,847)	(4,143)	17,729
Accrued employee benefits	1,573	(2,069)	(2,701)
Deferred revenues	5,727	6,402	5,066
Other current liabilities	(1,960)	6,628	2,651
Other long-term obligations	3,865	5,895	9,973
Deferred income taxes	(2,838)	(4,872)	1,257
Net cash provided by operating activities	177,625	208,499	219,822
Cash flows from investing activities:			
Purchase of property and equipment	(91,646)	(74,417)	(80,922)
Proceeds from insurance recoveries of property and equipment	1,082	456	752
Proceeds from sale of property and equipment	1,749	555	623
Net cash used in investing activities	(88,815)	(73,406)	(79,547)
Cash flows from financing activities:			
Proceeds from issuance of long-term debt	--	--	92,600
(Taxes withheld) and proceeds from issuance of share-based compensation awards, net	(8,457)	6,454	17,602
Principal payments under long-term debt and other long-term obligations	(1)	(125,153)	(117,733)
Purchases and retirement of common stock	(12,473)	(3,570)	(14,923)
Deferred financing costs	--	--	(263)
Dividends on common stock	(71,484)	(45,400)	(22,372)
Excess tax benefit from share-based compensation	1,248	2,332	4,502
Net cash used in financing activities	(91,167)	(165,337)	(40,587)
Net (decrease) increase in cash and cash equivalents	(2,357)	(30,244)	99,688
Cash and cash equivalents, beginning of year	121,718	151,962	52,274
Cash and cash equivalents, end of year	$119,361	$121,718	$151,962

Supplemental disclosure of cash flow information:			
Cash paid during the year for:			
Interest, net of amounts capitalized	$15,856	$29,959	$50,357

Income taxes	66,444	47,550	18,768
Supplemental schedule of non-cash investing and financing activities:			
Capital expenditures accrued in accounts payable	$5,767	$6,852	$5,778
Change in fair value of interest rate swaps	3,058	23,620	17,223
Change in deferred tax asset for interest rate swaps	(1,179)	(9,074)	(349)
Dividends declared but not yet paid	23,997	17,847	9,732

See Notes to Consolidated Financial Statements.

1. Description of the Business

Cracker Barrel Old Country Store, Inc. and its affiliates (collectively, in the Notes, the "Company") are principally engaged in the operation and development in the United States ("U.S.") of the Cracker Barrel Old Country Store® ("Cracker Barrel") concept.

2. Summary of Significant Accounting Policies

GAAP – The accompanying Consolidated Financial Statements have been prepared in accordance with generally accepted accounting principles in the U.S. ("GAAP").

Fiscal year – The Company's fiscal year ends on the Friday nearest July 31st and each quarter consists of thirteen weeks unless noted otherwise. The Company's fiscal year ended August 3, 2012 consisted of 53 weeks and the fourth quarter of 2012 consisted of fourteen weeks. References in these Notes to a year or quarter are to the Company's fiscal year or quarter unless noted otherwise.

Principles of consolidation – The Consolidated Financial Statements include the accounts of the Company and its subsidiaries, all of which are wholly owned. All significant intercompany transactions and balances have been eliminated.

Cash and cash equivalents – The Company's policy is to consider all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents.

Property held for sale – Property held for sale consists of real estate properties that the Company expects to sell within one year and is reported at the lower of carrying amount or fair value less costs to sell. At August 2, 2013, property held for sale consisted of office space.

Accounts receivable – Accounts receivable represent their estimated net realizable value. Accounts receivable are written off when they are deemed uncollectible.

Inventories – Inventories are stated at the lower of cost or market. Cost of restaurant inventory is determined by the first in, first out ("FIFO") method. Retail inventories are valued using the retail inventory method ("RIM") except at the retail distribution center which uses average cost. Approximately 70% to 75% of retail inventories are valued using RIM and the remaining retail inventories are valued using an average cost method. See Note 4 for additional information regarding the components of inventory.

Valuation provisions are included for retail inventory obsolescence, retail inventory shrinkage, returns and amortization of certain items. Cost of goods sold includes an estimate of retail inventory shrinkage that is adjusted upon physical inventory counts. Annual physical inventory counts are conducted throughout the third and fourth quarters based upon a cyclical inventory schedule. An estimate of shrinkage is recorded for the time period between physical inventory counts by using a three-year average of the physical inventories' results on a store-by-store basis.

Property and equipment – Property and equipment are stated at cost. For financial reporting purposes, depreciation and amortization on these assets are computed by use of the straight line and double declining balance methods over the estimated useful lives of the respective assets, as follows:

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	Years
Buildings and improvements	30-45
Buildings under capital leases	15-25
Restaurant and other equipment	2-10
Leasehold improvements	1-35

Accelerated depreciation methods are generally used for income tax purposes.

Total depreciation expense and depreciation expense related to store operations for each of the three years are as follows:

	2014	2013	2012
Total depreciation expense	$67,620	$65,351	$63,705
Depreciation expense related to store operations*	62,746	60,574	58,423

*Depreciation expense related to store operations is included in other store operating expenses in the Consolidated Statements of Income.

Gain or loss is recognized upon disposal of property and equipment. The asset and related accumulated depreciation and amortization amounts are removed from the accounts.

Maintenance and repairs, including the replacement of minor items, are charged to expense and major additions to property and equipment are capitalized.

Impairment of long-lived assets – The Company assesses the impairment of long-lived assets whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. Recoverability of assets is measured by comparing the carrying value of the asset to the undiscounted future cash flows expected to be generated by the asset. If the total expected future cash flows are less than the carrying value of the asset, the carrying value is written down, for an asset to be held and used, to the estimated fair value or, for an asset to be disposed of, to the fair value, net of estimated costs of disposal. Any loss resulting from impairment is recognized by a charge to income.

Derivative instruments and hedging activities – The Company is exposed to market risk, such as changes in interest rates and commodity prices. The Company has interest rate risk relative to its outstanding borrowings, which bear interest at the Company's election either at the prime rate or LIBOR plus a percentage point spread based on certain specified financial ratios under its credit facility (see Note 5). The Company's policy has been to manage interest cost using a mix of fixed and variable rate debt. To manage this risk in a cost efficient manner, the Company uses derivative instruments, specifically interest rate swaps.

Companies may elect whether or not to offset related assets and liabilities and report the net amount on their financial statements if the right of setoff exists. Under a master netting agreement, the Company has the legal right to offset the amounts owed to the Company against amounts owed by the Company under a derivative instrument that exists between the Company and a counterparty. When the Company is engaged in more than one outstanding derivative transaction with the same counterparty and also has a legally enforceable master netting agreement with that counterparty, its credit risk exposure is based on the net exposure under the master netting agreement. If, on a net basis, the Company owes the counterparty, the Company regards its credit exposure to the counterparty as being zero.

The Company does not hold or use derivative instruments for trading purposes. The Company also does not have any derivatives not designated as hedging instruments and has not designated any non-derivatives as hedging instruments. See Note 6 for additional information on the Company's derivative and hedging activities.

Segment reporting – Operating segments are components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing performance. Utilizing these criteria, the Company manages its business on the basis of one reportable operating segment (see Note 8 for additional information regarding segment reporting).

Revenue recognition – The Company records revenue from the sale of products as they are sold. The Company provides for estimated returns based on return history and sales levels. The Company's policy is to present sales in the Consolidated Statements of Income on a net presentation basis after deducting sales tax.

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Unredeemed gift cards and certificates – Unredeemed gift cards and certificates represent a liability of the Company related to unearned income and are recorded at their expected redemption value. No revenue is recognized in connection with the point-of-sale transaction when gift cards or gift certificates are sold. For those states that exempt gift cards and certificates from their escheat laws, the Company makes estimates of the ultimate unredeemed (“breakage”) gift cards and certificates in the period of the original sale and amortizes this breakage over the redemption period that other gift cards and certificates historically have been redeemed by reducing its liability and recording revenue accordingly. For those states that do not exempt gift cards and certificates from their escheat laws, the Company records breakage in the period that gift cards and certificates are remitted to the state and reduces its liability accordingly. Any amounts remitted to states under escheat or similar laws reduce the Company’s deferred revenue liability and have no effect on revenue or expense while any amounts that the Company is permitted to retain are recorded as revenue.

Insurance – The Company self-insures a significant portion of its workers’ compensation and general liability programs. The Company purchases insurance for individual workers’ compensation claims that exceed $250, $500 or $1,000 depending on the state in which the claim originates. The Company purchases insurance for individual general liability claims that exceed $500.

The Company records a reserve for workers’ compensation and general liability for all unresolved claims and for an estimate of incurred but not reported claims (“IBNR”). These reserves and estimates of IBNR claims are based upon a full scope actuarial study which is performed annually at the end of the Company’s third quarter and is adjusted by the actuarially determined losses and actual claims payments for the fourth quarter. Additionally, the Company performs limited scope actuarial studies on a quarterly basis to verify and/or modify the Company’s reserves. The reserves and losses in the actuarial study represent a range of possible outcomes within which no given estimate is more likely than any other estimate. As such, the Company records the losses at the lower end of that range and discounts them to present value using a risk-free interest rate based on projected timing of payments. The Company also monitors actual claims development, including incurrence or settlement of individual large claims during the interim periods between actuarial studies as another means of estimating the adequacy of its reserves.

The Company’s group health plans combine the use of self-insured and fully-insured programs. Benefits for any individual (employee or dependents) in the self-insured program are limited. The Company records a liability for the self-insured portion of its group health program for all unpaid claims based upon a loss development analysis derived from actual group health claims payment experience. The Company also records a liability for unpaid prescription drug claims based on historical experience. The fully-insured portion of the Company’s health insurance program contains a retrospective feature which could increase or decrease premiums based on actual claims experience.

Store pre-opening costs – Start-up costs of a new store are expensed when incurred, with the exception of rent expense under operating leases, in which the straight-line rent includes the pre-opening period during construction, as explained further under the “Leases” section in this Note.

Leases – The Company’s leases are classified as either capital or operating leases. The Company has ground leases and office space leases that are recorded as operating leases. The Company also leases its advertising billboards which are recorded as operating leases. A majority of the Company’s lease agreements provide renewal options and some of these options contain rent escalation clauses. Additionally, some of the leases have rent holiday and contingent rent provisions. During rent holiday periods, which include the pre-opening period during construction, the Company has possession of and access to the property, but is not obligated to, and normally does not, make rent payments. Contingent rent is determined as a percentage of gross sales in excess of specified levels. The Company records a contingent rent liability and corresponding rent expense when it is probable sales have been achieved in amounts in excess of the specified levels.

The liabilities under these leases are recognized on the straight-line basis over the shorter of the useful life, with a maximum of 35 years, or the related lease life. The Company uses a lease life that generally begins on the date that the Company becomes legally obligated under the lease, including the rent holiday periods, and generally extends through certain renewal periods that can be exercised at the Company's option, for which at the inception of the lease, it is reasonably assured that the Company will exercise those renewal options. This lease period is consistent with the period over which leasehold improvements are amortized.

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Advertising – The Company expenses the costs of producing advertising the first time the advertising takes place. Other advertising costs are expensed as incurred.

Advertising expense for each of the three years was as follows:

	2014	2013	2012
Advertising expense	$63,707	$59,957	$56,198

Share-based compensation – The Company's share-based compensation consists of nonvested stock, performance-based market stock units ("MSU Grants") and stock options. Share-based compensation is recorded in general and administrative expenses in the Consolidated Statements of Income. Share-based compensation expense is recognized based on the grant date fair value and the achievement of performance conditions for certain awards. The Company recognizes share-based compensation expense on a straight-line basis over the requisite service period, which is generally the award's vesting period, or to the date on which retirement eligibility is achieved, if shorter.

Certain nonvested stock awards and the Company's MSU Grants contain performance conditions. Compensation expense for performance-based awards is recognized when it is probable that the performance criteria will be met. If any performance goals are not met, no compensation expense is ultimately recognized and, to the extent previously recognized, compensation expense is reversed.

If a share-based compensation award is modified after the grant date, incremental compensation expense is recognized in an amount equal to the excess of the fair value of the modified award over the fair value of the original award immediately before the modification. Incremental compensation expense for vested awards is recognized immediately. For unvested awards, the sum of the incremental compensation expense and the remaining unrecognized compensation expense for the original award on the modification date is recognized over the modified service period.

Additionally, the Company's policy is to issue shares of common stock to satisfy exercises of share-based compensation awards.

Income taxes – The Company's provision for income taxes includes employer tax credits for FICA taxes paid on employee tip income and other employer tax credits are accounted for by the flow-through method. Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. The Company recognizes (or derecognizes) a tax position taken or expected to be taken in a tax return in the financial statements when it is more likely than not (i.e., a likelihood of more than fifty percent) that the position would be sustained (or not sustained) upon examination by tax authorities. A recognized tax position is then measured at the largest amount of benefit that is greater than fifty percent likely of being realized upon ultimate settlement. The Company recognizes, net of tax, interest and estimated penalties related to uncertain tax positions in its provision for income taxes. See Note 13 for additional information regarding income taxes.

Comprehensive income – Comprehensive income includes net income and the effective unrealized portion of the changes in the fair value of the Company's interest rate swaps.

Net income per share – Basic consolidated net income per share is computed by dividing consolidated net income to common shareholders by the weighted average number of common shares outstanding for the reporting period. Diluted consolidated net income per share reflects the potential dilution that could occur if securities, options or other contracts to issue common stock were exercised or converted into common stock and is based upon the weighted average number of common and common equivalent shares outstanding during the year. Common equivalent shares related to stock options, nonvested stock awards and MSU Grants issued by the Company are calculated using the treasury stock method. Outstanding employee and director stock options, nonvested stock awards and MSU Grants issued by the Company represent the only dilutive effects on diluted consolidated net income per share. See Note 14 for additional information regarding net income per share.

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Use of estimates – Management of the Company has made certain estimates and assumptions relating to the reporting of assets and liabilities and the disclosure of contingent liabilities at the date of the Consolidated Financial Statements and the reported amounts of revenues and expenses during the reporting periods to prepare these Consolidated Financial Statements in conformity with GAAP. Management believes that such estimates have been based on reasonable and supportable assumptions and that the resulting estimates are reasonable for use in the preparation of the Consolidated Financial Statements. Actual results, however, could differ from those estimates.

Recent Accounting Pronouncements Adopted

Disclosures about Offsetting Assets and Liabilities

In December 2011, the FASB issued accounting guidance which requires companies to disclose information about the nature of their rights of setoff and related arrangements associated with their financial instruments and derivative instruments to enable users of financial statements to understand the effect of those arrangements on their financial position. Each company is required to provide both net and gross information in the notes to its financial statements for relevant assets and liabilities that are eligible for offset. In January 2013, the FASB issued additional accounting guidance which limited these disclosures to derivatives, repurchase agreements and securities lending transactions to the extent that they are offset in the financial statements or subject to an enforceable master netting arrangement or similar agreement. These disclosure requirements are effective for fiscal years beginning on or after January 1, 2013 on a retrospective basis. The adoption of these disclosure requirements in the first quarter of 2014 did not have a significant impact on the Company’s consolidated financial position or results of operations.

Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income

In February 2013, the FASB issued accounting guidance which requires companies to provide information regarding the amounts reclassified out of accumulated other comprehensive income by component. A company is required to present, either on the face of the statement where net income is presented or in the notes, significant amounts reclassified out of accumulated other comprehensive income by the respective line items of net income but only if the amount reclassified is required by GAAP to be reclassified to net income in its entirety in the same reporting period. For other amounts that are not required under GAAP to be reclassified in their entirety to net income, a company is required to cross-reference to other disclosures required under GAAP that provide additional detail regarding those amounts. This accounting guidance is effective for fiscal years beginning after December 15, 2012 on a prospective basis. Since the guidance only affects presentation and disclosure of amounts reclassified out of accumulated other comprehensive income, the adoption of this guidance in the first quarter of 2014 did not have a significant impact on the Company’s consolidated financial position or results of operations.

Recent Accounting Pronouncements Not Yet Adopted

Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity

In April 2014, the FASB issued accounting guidance which changes the criteria for disposals to qualify as discontinued operations and requires new disclosures about disposals of both discontinued operations and certain other disposals that do not meet the new definition. This accounting guidance is effective for fiscal years beginning on or after December 15, 2014 and interim periods within those years on a prospective basis. The Company is currently evaluating the impact of adopting this accounting guidance, but it is not expected to have a significant impact on the Company’s consolidated financial position or results of operations upon adoption in the first quarter of 2016.

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Revenue Recognition

In May 2014, the FASB issued accounting guidance which clarifies the principles for recognizing revenue and provides a comprehensive model for revenue recognition. Revenue recognition should depict the transfer of goods or services to a customer at an amount that reflects the consideration it expects to receive in exchange for those goods or services. The guidance also requires additional disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts. This accounting guidance is effective for fiscal years beginning after December 15, 2016 and interim periods within those years. Early application is not permitted. A company may apply this accounting guidance either retrospectively or using the cumulative effect transition method. The Company is currently evaluating the impact of adopting this accounting guidance in the first quarter of 2018.

3. Fair Value Measurements

Fair value for certain of the Company's assets and liabilities is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. In determining fair value, a three level hierarchy for inputs is used. These levels are:

- Quoted Prices in Active Markets for Identical Assets ("Level 1") – quoted prices (unadjusted) for an identical asset or liability in an active market.
- Significant Other Observable Inputs ("Level 2") – quoted prices for a similar asset or liability in an active market or model-derived valuations in which all significant inputs are observable for substantially the full term of the asset or liability.
- Significant Unobservable Inputs ("Level 3") – unobservable and significant to the fair value measurement of the asset or liability.

The Company's assets and liabilities measured at fair value on a recurring basis at August 1, 2014 were as follows:

	Level 1	Level 2	Level 3	Fair Value
Cash equivalents*	$63,068	$--	$ --	$63,068
Interest rate swap asset (see Note 6)	--	240	--	240
Deferred compensation plan assets**	25,322	--	--	25,322
Total assets at fair value	$88,390	$240	$ --	$88,630
Interest rate swap liability (see Note 6)	$--	$7,943	$ --	$7,943
Total liabilities at fair value	$--	$7,943	$ --	$7,943

The Company's assets and liabilities measured at fair value on a recurring basis at August 2, 2013 were as follows:

	Level 1	Level 2	Level 3	Fair Value
Cash equivalents*	$57,767	$--	$ --	$57,767
Interest rate swap asset (see Note 6)	--	883	--	883
Deferred compensation plan assets**	25,263	--	--	25,263
Total assets at fair value	$83,030	$883	$ --	$83,913
Interest rate swap liability (see Note 6)	$--	$11,644	$ --	$11,644
Total liabilities at fair value	$--	$11,644	$ --	$11,644

*Consists of money market fund investments.
**Represents plan assets invested in mutual funds established under a Rabbi Trust for the Company's non-qualified savings plan and is included in the Consolidated Balance Sheets as other assets (see Note 12).

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The Company's money market fund investments and deferred compensation plan assets are measured at fair value using quoted market prices. The fair values of the Company's interest rate swap asset and liabilities are determined based on the present value of expected future cash flows. Since the Company's interest rate swap values are based on the LIBOR forward curve, which is observable at commonly quoted intervals for the full terms of the swaps, it is considered a Level 2 input. Nonperformance risk is reflected in determining the fair value of the interest rate swaps by using the Company's credit spread less the risk-free interest rate, both of which are observable at commonly quoted intervals for the terms of the swaps. Thus, the adjustment for nonperformance risk is also considered a Level 2 input.

The fair values of accounts receivable and accounts payable at August 1, 2014 and August 2, 2013, approximate their carrying amounts because of their short duration. The fair value of the Company's variable rate debt, based on quoted market prices, which are considered Level 1 inputs, approximates its carrying amounts at August 1, 2014 and August 2, 2013.

4. Inventories

Inventories were comprised of the following at:

	August 1, 2014	August 2, 2013
Retail	$128,386	$112,736
Restaurant	22,371	20,214
Supplies	14,669	13,737
Total	$165,426	$146,687

5. Debt

On July 9, 2011, the Company entered into a five-year $750,000 credit facility (the "Credit Facility") consisting of a $250,000 term loan and a $500,000 revolving credit facility (the "Revolving Credit Facility").

Long term debt consisted of the following at:

	August 1, 2014	August 2, 2013
Revolving Credit Facility expiring on July 8, 2016	$212,500	$212,500
Term loan payable on or before July 8, 2016	187,500	187,500
	400,000	400,000
Current maturities	25,000	--
Long-term debt	$375,000	$400,000

The aggregate maturities of long term debt subsequent to August 1, 2014 are as follows:

Year	
2015	$25,000
2016	375,000
Total	$400,000

At August 1, 2014, the Company had $20,637 of standby letters of credit, which reduce the Company's borrowing availability under the Revolving Credit Facility (see Note 15). At August 1, 2014, the Company had $266,863 in borrowing availability under the Revolving Credit Facility.

In accordance with the Credit Facility, outstanding borrowings bear interest, at the Company's election, either at LIBOR or prime plus a percentage point spread based on certain specified financial ratios. At both August 1, 2014 and August 2, 2013, the Company's outstanding borrowings were swapped at a weighted average interest rate of 3.73% (see Note 6 for information on the Company's interest rate swaps).

The Credit Facility contains customary financial covenants, which include maintenance of a maximum consolidated total leverage ratio and a minimum consolidated interest coverage ratio. At August 1, 2014 and August 2, 2013, the Company was in compliance with all debt covenants.

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The Credit Facility also imposes restrictions on the amount of dividends the Company is permitted to pay and the amount of shares the Company is permitted to repurchase. Provided there is no default existing and the Company's availability under the Revolving Credit Facility plus the Company's cash and cash equivalents on hand is at least $100,000 (the "liquidity requirements"), the Company may declare and pay cash dividends on shares of its common stock and repurchase shares of its common stock if the aggregate amount of dividends paid and shares repurchased in any fiscal year is less than the sum of (1) 20% of Consolidated EBITDA from continuing operations (as defined in the Credit Facility) (the "20% limitation") and (2) provided the Company's consolidated total leverage ratio is 3.25 to 1.00 or less, $100,000 (less the amount of any share repurchases during the current fiscal year) In any event, as long as the liquidity requirements are met, dividends may be declared and paid in any fiscal year up to the amount of dividends permitted and paid in the preceding fiscal year without regard to the 20% limitation.

6. Derivative Instruments and Hedging Activities

For each of the Company's interest rate swaps, the Company has agreed to exchange with a counterparty the difference between fixed and variable interest amounts calculated by reference to an agreed-upon notional principal amount. The interest rates on the portion of the Company's outstanding debt covered by its interest rate swaps is fixed at the rates in the table below plus the Company's credit spread. The Company's credit spread at August 1, 2014 and August 2, 2013 was 1.50%. All of the Company's interest rate swaps are accounted for as cash flow hedges.

A summary of the Company's interest rate swaps at August 1, 2014 is as follows:

Trade Date	Effective Date	Term (in Years)	Notional Amount	Fixed Rate
August 10, 2010	May 3, 2013	2	$200,000	2.73 %
July 25, 2011	May 3, 2013	2	50,000	2.00 %
July 25, 2011	May 3, 2013	3	50,000	2.45 %
September 19, 2011	May 3, 2013	2	25,000	1.05 %
September 19, 2011	May 3, 2013	2	25,000	1.05 %
December 7, 2011	May 3, 2013	3	50,000	1.40 %
March 18, 2013	May 3, 2015	3	50,000	1.51 %
April 8, 2013	May 3, 2015	2	50,000	1.05 %
April 15, 2013	May 3, 2015	2	50,000	1.03 %
April 22, 2013	May 3, 2015	3	25,000	1.30 %
April 25, 2013	May 3, 2015	3	25,000	1.29 %
June 18, 2014	May 3, 2015	4	40,000	2.51 %
June 24, 2014	May 3, 2015	4	30,000	2.51 %
July 1, 2014	May 5, 2015	4	30,000	2.43 %

The notional amount for the interest rate swap entered into on June 18, 2014 increases by $40,000 each May over the four-year term of the interest rate swap beginning in May 2016 until the notional amount reaches $160,000 in May 2018. The notional amounts for the interest rate swaps entered into on June 24, 2014 and July 1, 2014 increase by $30,000 each May over the four-year terms of the interest rate swaps beginning in May 2016 until the notional amounts each reach $120,000 in May 2018.

The estimated fair values of the Company's derivative instruments were as follows:

(See Note 3)	Balance Sheet Location	August 1, 2014	August 2, 2013

Interest rate swaps Other assets	$240	$883
Interest rate swaps Current interest rate swap liability	$4,704	$--
Interest rate swaps Long-term interest rate swap liability	3,239	11,644
Total liabilities	$7,943	$11,644

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The following table summarizes the offsetting of the Company's derivative assets in the Consolidated Balance Sheets at August 1, 2014 and August 2, 2013:

	Gross Asset Amounts		Liability Amount Offset		Net Asset Amount Presented in the Balance Sheets	
(See Note 3)	August 1, 2014	August 2, 2013	August 1, 2014	August 2, 2013	August 1, 2014	August 2, 2013
Interest rate swaps	$240	$1,159	$--	$(276)	$240	$ 883

The following table summarizes the offsetting of the Company's derivative liabilities in the Consolidated Balance Sheets at August 1, 2014 and August 2, 2013:

	Gross Liability Amounts		Asset Amount Offset		Net Liability Amount Presented in the Balance Sheets	
(See Note 3)	August 1, 2014	August 2, 2013	August 1, 2014	August 2, 2013	August 1, 2014	August 2, 2013
Interest rate swaps	$8,441	$13,120	$(498)	$(1,476)	$7,943	$11,644

The estimated fair values of the Company's interest rate swap assets and liabilities incorporate the Company's non-performance risk. The adjustment related to the Company's non-performance risk at August 1, 2014 and August 2, 2013 resulted in reductions of $62 and $123, respectively, in the total fair value of the interest rate swap asset and liabilities. The offset to the interest rate swap assets and liabilities is recorded in accumulated other comprehensive loss ("AOCL"), net of the deferred tax assets, and will be reclassified into earnings over the term of the underlying debt. As of August 1, 2014, the estimated pre-tax portion of AOCL that is expected to be reclassified into earnings over the next twelve months is $6,014. Cash flows related to the interest rate swaps are included in interest expense and in operating activities.

The following table summarizes the pre-tax effects of the Company's derivative instruments on AOCL for each of the three years:

	Amount of Income Recognized in AOCL on Derivatives (Effective Portion)		
	2014	2013	2012
Cash flow hedges:			
Interest rate swaps	$3,058	$23,620	$17,223

The following table summarizes the changes in AOCL, net of tax, related to the Company's interest rate swaps for the year ended August 1, 2014:

AOCL balance at August 2, 2013	$(6,612)

Other comprehensive income before reclassifications	6,836
Amounts reclassified from AOCL into earnings	(4,957)
Other comprehensive income, net of tax	1,879
AOCL balance at August 1, 2014	$(4,733)

The following table summarizes the pre-tax effects of the Company's derivative instruments on income for each of the three years:

	Location of Loss Reclassified from AOCL into Income (Effective Portion)	Amount of Loss Reclassified from AOCL into Income (Effective Portion)		
		2014	2013	2012
Cash flow hedges:				
Interest rate swaps	Interest expense	$8,068	$20,773	$35,903

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The following table summarizes the amounts reclassified out of AOCL related to the Company's interest rate swaps for the year ended August 1, 2014:

Details about AOCL		Affected Line Item in the Consolidated Statement of Income
Loss on cash flow hedges:		
Interest rate swaps	$(8,068)	Interest expense
Tax benefit	3,111	Provision for income taxes
	$(4,957)	Net of tax

Any portion of the fair value of the interest rate swaps determined to be ineffective will be recognized currently in earnings. No ineffectiveness has been recorded in 2014, 2013 and 2012.

7. Share Repurchases

In 2014, 2013 and 2012, subject to a maximum amount as specified in the table below and the limits imposed by the Credit Facility, the Company was authorized to repurchase shares at management's discretion.

The following table summarizes our share repurchases for the last three years:

	2014	2013	2012
Maximum aggregate purchase price	$50,000	$100,000	$65,000
Cost of shares repurchased	$12,473	$3,570	$14,923
Shares of common stock repurchased	120,000	44,300	265,538

8. Segment Information

Cracker Barrel stores represent a single, integrated operation with two related and substantially integrated product lines. The operating expenses of the restaurant and retail product lines of a Cracker Barrel store are shared and are indistinguishable in many respects. Accordingly, the Company manages its business on the basis of one reportable operating segment. All of the Company's operations are located within the United States.

Total revenue was comprised of the following at:

	2014	2013	2012
Restaurant	$2,137,405	$2,104,768	$2,054,127
Retail	546,272	539,862	526,068
Total revenue	$2,683,677	$2,644,630	$2,580,195

9. Leases

As of August 1, 2014, the Company operated 216 stores in leased facilities and also leased certain land, a retail distribution center and advertising billboards.

Rent expense under operating leases, including the sale-leaseback transactions discussed below, for each of the three years was:

Year	Minimum	Contingent	Total
2014	$71,123	$ 242	$71,365
2013	70,095	232	70,327

2012	67,651	276	67,927

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The following is a schedule by year of the future minimum rental payments required under the Company's operating leases as of August 1, 2014:

Year	Total
2015	$60,569
2016	48,942
2017	43,858
2018	41,592
2019	41,926
Later years	518,762
Total	$755,649

Sale-Leaseback Transactions

In 2009, the Company completed sale-leaseback transactions involving 15 of its owned stores and its retail distribution center. Under the transactions, the land, buildings and improvements at the locations were sold and leased back for terms of 20 and 15 years, respectively. Equipment was not included. The leases include specified renewal options for up to 20 additional years.

The Company leases 65 of its stores pursuant to a sale-leaseback transaction which closed in 2000. Under the transaction, the land, buildings and building improvements at the locations were sold and leased back for a term of 21 years. The leases for these stores include specified renewal options for up to 20 additional years and have certain financial covenants related to fixed charge coverage for the leased stores. At August 1, 2014 and August 2, 2013, the Company was in compliance with these covenants.

10. Share-Based Compensation

Stock Compensation Plans

The Company's employee compensation plans are administered by the Compensation Committee of the Company's Board of Directors (the "Committee"). The Committee is authorized to determine, at time periods within its discretion and subject to the direction of the Board of Directors, which employees will be granted awards, the number of shares covered by any awards granted, and within applicable limits, the terms and provisions relating to the exercise and vesting of any awards.

The Company has one active compensation plan, the 2010 Omnibus Incentive Compensation Plan (the "2010 Omnibus Plan"), for employees and non-employee directors which authorizes the granting of nonvested stock awards, performance-based MSU Grants, stock options and other types of share-based awards. The Company also has stock options and nonvested stock outstanding under two other compensation plans ("Prior Plans") in which no future grants may be made.

The 2010 Omnibus Plan allows the Committee to grant awards for an aggregate of 1,500,000 shares of the Company's common stock. However, this share reserve is increased by shares awarded under this and Prior Plans which are forfeited, expired, settled for cash and shares withheld by the Company in payment of a tax withholding obligation. Additionally, this share reserve was decreased by shares granted from Prior Plans after July 30, 2010 until December 1, 2010. At August 1, 2014, the number of shares authorized for future issuance under the Company's active plan is 1,169,019.

The following table summarizes the number of outstanding awards under each plan at August 1, 2014:

2010 Omnibus Plan	254,188
Amended and Restated Stock Option Plan	41,184
2002 Omnibus Incentive Compensation Plan	49,948
Total	345,320

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Types of Share-Based Awards

Nonvested Stock

Nonvested stock awards consist of the Company's common stock and generally vest over 1–3 years. Generally, the fair value of each nonvested stock award is equal to the market price of the Company's stock at the date of grant reduced by the present value of expected dividends to be paid prior to the vesting period, discounted using an appropriate risk-free interest rate. Other nonvested stock awards accrue dividends and their fair value is equal to the market price of the Company's stock at the date of the grant. Dividends are forfeited for any nonvested stock awards that do not vest.

The Company's nonvested stock awards include its long-term performance plans which were established by the Committee for the purpose of rewarding certain officers with shares of the Company's common stock if the Company achieved certain performance targets. The stock awards under the long-term performance plans are calculated or estimated based on achievement of financial performance measures.

The following table summarizes the performance periods and vesting periods for the Company's nonvested stock awards under its long-term performance plans at August 1, 2014:

Long-Term Performance Plan ("LTPP")	Performance Period	Vesting Period (in Years)
2013 LTPP	2013 – 2014	2 or 3
2014 LTPP	2014 – 2015	2 or 3

The following table summarizes the shares that have been accrued under the 2013 LTPP and 2014 LTPP at August 1, 2014:

2013 LTPP	62,426
2014 LTPP	17,441

A summary of the Company's nonvested stock activity as of August 1, 2014, and changes during 2014 are presented in the following table:

Nonvested Stock	Shares	Weighted-Average Grant Date Fair Value
Unvested at August 2, 2013	82,854	$ 59.83
Granted	165,921	101.45
Vested	(184,710)	94.29
Forfeited	--	--
Unvested at August 1, 2014	64,065	$ 68.25

The following table summarizes the total fair value of nonvested stock that vested for each of the three years:

	2014	2013	2012
Total fair value of nonvested stock	$17,417	$7,445	$12,981

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Performance-Based Market Stock Units

The number of MSU Grants that will ultimately be awarded and will vest at the end of the applicable three-year performance period for each annual plan is based on total shareholder return, which is defined as the change in the Company's stock price plus dividends paid during the performance period. The number of shares awarded at the end of the performance period will vary in direct proportion to a target number of shares set at the beginning of the period, up to a maximum of 150% of target, based on the change in the Company's cumulative total shareholder return over the performance period. The probability of the actual shares expected to be earned is considered in the grant date valuation; therefore, the expense will not be adjusted to reflect the actual units earned. In addition to a service requirement, the vesting of the MSU Grants is also subject to the achievement of a specified level of operating income during the performance period. If this performance goal is not met, no MSU Grants will be awarded and no compensation expense will be recorded.

The fair value of the MSU Grants is determined using the Monte-Carlo simulation model, which simulates a range of possible future stock prices and estimates the probabilities of the potential payouts. This model uses the average prices for the 60-consecutive calendar days beginning 30 days prior to and ending 30 days after the first business day of the performance period. This model also incorporates the following ranges of assumptions:

- The expected volatility is a blend of implied volatility based on market-traded options on our stock and historical volatility of our stock over the period commensurate with the three-year performance period.
- The risk-free interest rate is based on the U.S. Treasury rate assumption commensurate with the three-year performance period.
- The expected dividend yield is based on our current dividend yield as the best estimate of projected dividend yield for periods within the three-year performance period.

The following assumptions were used in determining the fair value for the Company's MSU Grants:

		Year Ended	
	August 1, 2014	August 2, 2013	August 3, 2012
Dividend yield***	--	3.0 %	2.2 %
Expected volatility	25 %	27 %	45 %
Risk-free interest rate range	0.7% - 0.8 %	0.3 %	0.3 %

***Dividends accrue on the 2014 MSU Grants. Dividends will be forfeited for any 2014 MSU Grants that do not vest.

The following table summarizes the shares that have been accrued under the 2012 MSU Grants, the 2013 MSU Grants and 2014 MSU Grants at August 1, 2014:

	Shares
2012 MSU Grants	69,438
2013 MSU Grants	35,921
2014 MSU Grants	8,897

Stock Options

Prior to 2012, stock options were granted with an exercise price equal to the market price of the Company's stock on the grant date; those option awards generally vest at a cumulative rate of 33% per year beginning on the first anniversary of the grant date and expire ten years from the date of grant. No stock options were granted in 2012, 2013 or 2014.

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A summary of the Company's stock option activity as of August 1, 2014, and changes during 2014 are presented in the following table:

Fixed Options	Shares	Weighted-Average Price	Weighted-Average Remaining Contractual Term	Aggregate Intrinsic Value
Outstanding at August 2, 2013	101,138	$ 37.12		
Granted	--	--		
Exercised	(2,423)	36.70		
Forfeited	--	--		
Canceled	(11,583)	40.01		
Outstanding at August 1, 2014	87,132	$ 36.75	1.95	$ 5,220
Exercisable	87,132	$ 36.75	1.95	$ 5,220

The following table summarizes the total intrinsic values of options exercised during each of the three years:

	2014	2013	2012
Total intrinsic values of options exercised*	$169	$10,526	$14,859

*The intrinsic value for stock options is defined as the difference between the current market value and the grant price.

Compensation Expense

The following table highlights the components of share-based compensation expense for each of the three years:

	2014	2013	2012
Nonvested stock awards	$5,762	$15,416	$11,440
MSU Grants	2,162	2,335	1,690
Stock options	--	88	1,290
Total compensation expense	$7,924	$17,839	$14,420

The following table highlights the total unrecognized compensation expense related to nonvested stock and MSU Grants and the weighted-average periods over which the expense is expected to be recognized as of August 1, 2014:

	Nonvested Stock	MSU Grants
Total unrecognized compensation	$ 1,959	$2,745
Weighted-average period in years	1.69	1.71

The following table highlights the total income tax benefit recognized in the Consolidated Statements of Income for each of the three years:

	2014	2013	2012
Total income tax benefit	$2,438	$5,221	$4,254

During 2014, the Company issued 145,900 shares of its common stock resulting from the vesting of share-based compensation awards and stock option exercises. Related tax withholding payments on certain share-based compensation awards exceeded proceeds received from the exercise of stock options which resulted in a net reduction to shareholders' equity of $8,457. The excess tax benefit realized upon exercise of share-based compensation awards was $1,248.

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11. Shareholder Rights Plan

On April 9, 2012, the Company's Board of Directors adopted a shareholder rights plan, as set forth in the Rights Agreement dated as of April 9, 2012 by and between the Company and American Stock Transfer & Trust Company, LLC, as rights agent (the "Rights Agreement"). Pursuant to the terms of the Rights Agreement, the Board of Directors declared a dividend of one preferred share purchase right (a "Right") for each outstanding share of common stock, par value $0.01 per share. The dividend was payable on April 20, 2012 to the shareholders of record as of the close of business on April 20, 2012.

The Rights

The Rights initially trade with, and are inseparable from, the Company's common stock. The Rights are evidenced only by the balances indicated in the book-entry account system of the transfer agent for the Company's common stock or, in the case of certificated shares, the certificates that represent such shares of common stock. New Rights will accompany any new shares of common stock the Company issues after April 20, 2012 until the earlier of the Distribution Date, redemption of the Rights by the Board of Directors or the final expiration date of the Rights Agreement, each as described below.

Exercise Price

Each Right will allow its holder to purchase from the Company one one-hundredth of a share of Series A Junior Participating Preferred Stock ("Preferred Share") for $200.00, once the Rights become exercisable. This portion of a Preferred Share will give the shareholder approximately the same dividend and liquidation rights as would one share of common stock. Prior to exercise, the Right does not give its holder any dividend, voting, or liquidation rights.

Based on the terms of the Rights Agreement, the Rights will not be exercisable until 10 days after the public announcement that a person or group has become an "Acquiring Person" by obtaining beneficial ownership of 20% or more of the Company's outstanding common stock (the "Distribution Date"). Until the Distribution Date, the balances in the book-entry accounting system of the transfer agent for the Company's common stock or, in the case of certificated shares, common stock certificates, will evidence the Rights, and any transfer of shares of common stock will constitute a transfer of Rights. After the Distribution Date, the Rights will separate from the common stock and will be evidenced by book-entry credits or by Rights certificates that the Company will mail to all eligible holders of common stock. Any Rights held by an Acquiring Person or any associate or affiliate thereof will be void and may not be exercised.

After the Distribution Date, each Right will generally entitle the holder, except the Acquiring Person or any associate or affiliate thereof, to acquire, for the exercise price of $200.00 per Right (subject to adjustment as provided in the Rights Agreement), shares of the Company's common stock (or, in certain circumstances, Preferred Shares) having a market value equal to twice the Right's then-current exercise price. In addition, if the Company is later acquired in a merger or similar transaction after the Distribution Date, each Right will generally entitle the holder, except the Acquiring Person or any associate or affiliate thereof, to acquire, for the exercise price of $200.00 per Right (subject to adjustment as provided in the Rights Agreement), shares of the acquiring corporation having a market value equal to twice the Right's then-current exercise price.

At August 1, 2014, none of the Rights were exercisable.

Preferred Share Provisions

Each one one-hundredth of a Preferred Share, if issued:

- will not be redeemable.
- will entitle holders to quarterly dividend payments of $0.01 per share, or an amount equal to the dividend paid on one share of common stock, whichever is greater.
- will entitle holders upon liquidation either to receive $1.00 per share or an amount equal to the payment made on one share of common stock, whichever is greater.
- will have the same voting power as one share of common stock.

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- if shares of the Company's common stock are exchanged via merger, consolidation, or a similar transaction, will entitle holders to a per share payment equal to the payment made on one share of common stock.

The value of one one-hundredth of a Preferred Share will generally approximate the value of one share of common stock.

Redemption

The Board of Directors may redeem the Rights for $0.01 per Right at any time before any person or group becomes an Acquiring Person. If the Board of Directors redeems any Rights, it must redeem all of the Rights. Once the Rights are redeemed, the only right of the holders of Rights will be to receive the redemption price of $0.01 per Right. The redemption price will be adjusted if the Company has a stock split or stock dividends of its common stock.

Qualifying Offer Provision

The Rights would also not interfere with all-cash, fully financed tender offers for all shares of common stock that remain open for a minimum of 60 business days, are subject to a minimum condition of a majority of the outstanding shares and provide for a 20 business day "subsequent offering period" after consummation (such offers are referred to as "qualifying offers"). In the event the Company receives a qualifying offer and the Board of Directors has not redeemed the Rights prior to the consummation of such offer, the consummation of the qualifying offer shall not cause the offeror or its affiliates or associates to become an Acquiring Person, and the Rights will immediately expire upon consummation of the qualifying offer.

Exchange

After a person or group becomes an Acquiring Person, but before an Acquiring Person owns 50% or more of the Company's outstanding common stock, the Board of Directors may extinguish the Rights by exchanging one share of common stock or an equivalent security for each Right, other than Rights held by the Acquiring Person.

Anti-Dilution Provisions

The Board of Directors may adjust the purchase price of the Preferred Shares, the number of Preferred Shares issuable and the number of outstanding Rights to prevent dilution that may occur from a stock dividend, a stock split, a reclassification of the Preferred Shares or common stock.

Amendments

The terms of the Rights Agreement may be amended by the Board of Directors without the consent of the holders of the Rights. After a person or group becomes an Acquiring Person, the Board of Directors may not amend the agreement in a way that adversely affects holders of the Rights.

Expiration

The Rights Agreement will expire on April 9, 2015.

12. Employee Savings Plans

The Company sponsors a qualified defined contribution retirement plan ("401(k) Savings Plan") covering salaried and hourly employees who have completed ninety days of service and have attained the age of twenty-one. This plan allows eligible employees to defer receipt of up to 50% of their compensation, as defined in the plan. The Company also sponsors a non-qualified defined contribution retirement plan (“Non-Qualified Savings Plan”) covering highly compensated employees, as defined in the plan. This plan allows eligible employees to defer receipt of up to 50% of their base compensation and 100% of their eligible bonuses, as defined in the plan.

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Contributions under both plans may be invested in various investment funds at the employee's discretion. Such contributions, including the Company's matching contributions described below, may not be invested in the Company's common stock. In 2014, 2013 and 2012, the Company matched 25% of employee contributions for each participant in either plan up to a total of 6% of the employee's compensation. Employee contributions vest immediately while Company contributions vest 20% annually beginning on the first anniversary of a contribution date and are vested 100% on the fifth anniversary of such contribution date.

At the inception of the Non-Qualified Savings Plan, the Company established a Rabbi Trust to fund the plan's obligations. The market value of the trust assets for the Non-Qualified Savings Plan of $25,322 is included in other assets and the related liability to the participants of $25,322 is included in other long-term obligations in the Consolidated Balance Sheets. Company contributions under both plans are recorded as either labor and other related expenses or general and administrative expenses in the Consolidated Statements of Income.

The following table summarizes the Company's contributions for each plan for each of the three years:

	2014	2013	2012
401(k) Savings Plan	$2,167	$2,180	$2,026
Non-Qualified Savings Plan	253	241	283

13. Income Taxes

The components of the provision for income taxes for each of the three years were as follows:

	2014	2013	2012
Current:			
Federal	$53,713	$44,853	$34,074
State	4,597	4,375	7,928
Deferred:			
Federal	(2,863)	(4,365)	886
State	3,274	3,654	319
Total provision for income taxes	$58,721	$48,517	$43,207

A reconciliation of the Company's provision for income taxes and income taxes based on the statutory U.S. federal rate of 35% was as follows:

	2014	2013	2012
Provision computed at federal statutory income tax rate	$66,797	$58,024	$51,201
State and local income taxes, net of federal benefit	5,029	5,698	6,424
Employer tax credits for FICA taxes paid on employee tip income	(9,962)	(9,635)	(9,114)
Other employer tax credits	(3,781)	(5,927)	(4,938)
Other-net	638	357	(366)
Total provision for income taxes	$58,721	$48,517	$43,207

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Significant components of the Company's net deferred tax liability consisted of the following at:

	August 1, 2014	August 2, 2013
Deferred tax assets:		
Compensation and employee benefits	$10,858	$16,750
Deferred rent	14,900	13,535
Accrued liabilities	13,942	12,766
Insurance reserves	11,944	12,091
Inventory	6,212	5,669
Other	3,172	4,437
Deferred tax assets	$61,028	$65,248
Deferred tax liabilities:		
Property and equipment	$88,543	$94,179
Inventory	13,415	13,700
Other	9,591	9,550
Deferred tax liabilities	111,549	117,429
Net deferred tax liability	$50,521	$52,181

The Company believes that adequate amounts of tax, interest and penalties have been provided for potential tax uncertainties; these amounts are included in other long-term liabilities in the Consolidated Balance Sheets. As of August 1, 2014 and August 2, 2013, the Company's gross liability for uncertain tax positions, exclusive of interest and penalties, was $22,832 and $20,972, respectively. Summarized below is a tabular reconciliation of the beginning and ending balance of the Company's total gross liability for uncertain tax positions exclusive of interest and penalties:

	August 1, 2014	August 2, 2013	August 3, 2012
Balance at beginning of year	$20,972	$18,098	$14,167
Tax positions related to the current year:			
Additions	3,989	3,731	3,326
Reductions	--	--	--
Tax positions related to the prior year:			
Additions	1,400	191	2,556
Reductions	(1,630)	(280)	(1,043)
Settlements	(755)	--	--
Expiration of statute of limitations	(1,144)	(768)	(908)
Balance at end of year	$22,832	$20,972	$18,098

If the Company were to prevail on all uncertain tax positions, the reversal of this accrual would be a tax benefit to the Company and impact the effective tax rate. The following table highlights the amount of uncertain tax positions, exclusive of interest and penalties, which, if recognized, would affect the effective tax rate for each of the three years:

	2014	2013	2012
Uncertain tax positions	$14,840	$13,631	$11,764

The Company had $8,559, $7,869 and $6,605 in interest and penalties accrued as of August 1, 2014, August 2, 2013, and August 3, 2012, respectively.

The Company recognized accrued interest and penalties related to unrecognized tax benefits of $691, $1,264 and $1,225 in its provision for income taxes in August 1, 2014, August 2, 2013 and August 3, 2012, respectively.

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In many cases, the Company's uncertain tax positions are related to tax years that remain subject to examination by the relevant taxing authorities. Based on the outcome of these examinations or as a result of the expiration of the statutes of limitations for specific taxing jurisdictions, it is reasonably possible that the related uncertain tax positions taken regarding previously filed tax returns could decrease from those recorded as liabilities for uncertain tax positions in the Company's financial statements at August 1, 2014 by approximately $2,000 to $4,000 within the next twelve months. At August 1, 2014, the Company was subject to income tax examinations for its U.S. federal income taxes after 2010 and for state and local income taxes generally after 2010.

14. Net Income Per Share and Weighted Average Shares

The following table reconciles the components of diluted earnings per share computations:

	2014	2013	2012
Net income per share numerator	$132,128	$117,265	$103,081
Net income per share denominator:			
Basic weighted average shares outstanding	23,817,768	23,708,875	23,067,566
Add potential dilution:			
Stock options, nonvested stock awards and MSU Grants	148,247	239,446	340,560
Diluted weighted average shares outstanding	23,966,015	23,948,321	23,408,126

15. Commitments and Contingencies

During 2014 and through September 25, 2014, the Company was served with several claims filed as a putative collective action alleging violations of the Fair Labor Standards Act ("FLSA"). The Company believes these claims are without merit and intends to vigorously defend these lawsuits. These proceedings remain in the early stages. At this time, the Company cannot reasonably estimate the likely results of these lawsuits or the economic effects of these lawsuits on the Company, though an adverse outcome could be material to the Company's results of operations or financial position. See "Item 3. Legal Proceedings" of Part I of this Annual Report on Form 10-K for further information related to these claims.

The Company and its subsidiaries are party to various legal and regulatory proceedings and claims incidental to their business in the ordinary course. In the opinion of management, based upon information currently available, the ultimate liability with respect to these proceedings and claims will not materially affect the Company's consolidated results of operations or financial position.

The Company maintains insurance coverage for various aspects of its business and operations. The Company has elected, however, to retain all or a portion of losses that occur through the use of various deductibles, limits and retentions under its insurance programs. This situation may subject the Company to some future liability for which it is only partially insured, or completely uninsured. The Company intends to mitigate any such future liability by continuing to exercise prudent business judgment in negotiating the terms and conditions of its contracts. See Note 2 for a further discussion of insurance and insurance reserves.

Related to its insurance coverage, the Company is contingently liable pursuant to standby letters of credit as credit guarantees to certain insurers. As of August 1, 2014, the Company had $20,637 of standby letters of credit related to securing reserved claims under workers' compensation insurance. All standby letters of credit are renewable annually and reduce the Company's borrowing availability under its Revolving Credit facility (see Note 5).

As of August 1, 2014, the Company is secondarily liable for lease payments associated with two properties. The Company is not aware of any non-performance under these lease arrangements that would result in the Company having to perform in accordance with the terms of those guarantees, and therefore, no provision has been recorded in the Consolidated Balance Sheets for amounts to be paid in case of non-performance by the third parties by the primary obligors under such lease agreements.

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The Company enters into certain indemnification agreements in favor of third parties in the ordinary course of business. At August 1, 2014, the Company recorded a liability of $252 in the Consolidated Balance Sheet related to legal costs. The Company believes that the probability of incurring an actual liability under other indemnification agreements is sufficiently remote so that no additional liability has been recorded in the Consolidated Balance Sheets.

16. Quarterly Financial Data (Unaudited)

Quarterly financial data for 2014 and 2013 are summarized as follows:

	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter
2014				
Total revenue	$649,141	$698,491	$643,298	$692,747
Gross profit	443,212	455,476	441,791	470,440
Income before income taxes	39,830	54,235	40,886	55,898
Net income	27,160	37,055	28,728	39,185
Net income per share – basic	$1.14	$1.56	$1.21	$1.65
Net income per share – diluted	$1.14	$1.55	$1.20	$1.63
2013				
Total revenue	$627,451	$702,671	$640,407	$674,101
Gross profit	429,593	458,484	438,425	463,444
Income before income taxes	34,596	46,904	33,978	50,304
Net income	23,192	35,168	24,602	34,303
Net income per share – basic	$0.98	$1.48	$1.04	$1.44
Net income per share – diluted	$0.97	$1.47	$1.02	$1.43

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

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ITEM 9A. CONTROLS AND PROCEDURES

Our management, with the participation of our principal executive and financial officers, including the Chief Executive Officer and the Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) promulgated under the Exchange Act) as of the end of the period covered by this report. Based upon this evaluation, our Chief Executive Officer and Chief Financial Officer each concluded that, as of August 1, 2014, our disclosure controls and procedures were effective.

There have been no changes (including corrective actions with regard to significant deficiencies and material weaknesses) during the quarter ended August 1, 2014 in our internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f)) that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Management's Report on Internal Control over Financial Reporting

We are responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) promulgated under the Exchange Act). We maintain a system of internal controls that is designed to provide reasonable assurance in a cost-effective manner as to the fair and reliable preparation and presentation of the consolidated financial statements, as well as to safeguard assets from unauthorized use or disposition.

Our control environment is the foundation for our system of internal control over financial reporting and is embodied in our Corporate Governance Guidelines, our Financial Code of Ethics, and our Code of Business Conduct and Ethics, all of which may be viewed on our website. They set the tone for our organization and include factors such as integrity and ethical values. Our internal control over financial reporting is supported by formal policies and procedures, which are reviewed, modified and improved as changes occur in business conditions and operations. Neither our disclosure controls and procedures nor our internal controls, however, can or will prevent all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the benefits of controls relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected.

We conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in Internal Control—Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission. This evaluation included review of the documentation of controls, evaluation of the design effectiveness of controls, testing of the operating effectiveness of controls and a conclusion on this evaluation. We have concluded that our internal control over financial reporting was effective as of August 1, 2014, based on these criteria.

In addition, Deloitte & Touche LLP, an independent registered public accounting firm, has issued an attestation report on our internal control over financial reporting, which is included herein.

/s/Sandra B. Cochran
Sandra B. Cochran
President and Chief Executive Officer

/s/Lawrence E. Hyatt
Lawrence E. Hyatt
Senior Vice President and Chief Financial Officer

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of Cracker Barrel Old Country Store, Inc.
Lebanon, Tennessee

We have audited the internal control over financial reporting of Cracker Barrel Old Country Store, Inc. and its subsidiaries (the "Company") as of August 1, 2014, based on criteria established in Internal Control—Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed by, or under the supervision of, the company's principal executive and principal financial officers, or persons performing similar functions, and effected by the company's board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of August 1, 2014, based on the criteria established in Internal Control—Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements of the Company as of and for the year ended August 1, 2014, and our report dated September 25, 2014, expressed an unqualified opinion on those consolidated financial statements.

/s/ Deloitte & Touche LLP

Nashville, Tennessee
September 25, 2014

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ITEM 9B. OTHER INFORMATION

None

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information required by this Item with respect to directors of the Company is incorporated herein by this reference to the following sections of the 2014 Proxy Statement: “Board of Directors and Committees,” “Proposal 1: Election of Directors,” “Section 16(a) Beneficial Ownership Reporting Compliance” and “Certain Relationships and Related Transactions—Code of Ethics.” The information required by this Item with respect to executive officers of the Company is set forth in Part I of this Annual Report on Form 10-K under the heading “Executive Officers of the Registrant.”

ITEM 11. EXECUTIVE COMPENSATION

The information required by this Item is incorporated herein by this reference to the following sections of the 2014 Proxy Statement: “Executive Compensation” and “Board of Directors and Committees—Compensation of Directors.” The “Compensation Committee Report” set forth in “Executive Compensation” is deemed to be “furnished” and is not, and shall not be deemed to be, “filed” for purposes of Section 18 of the Exchange Act.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information required by this Item is incorporated herein by this reference to the sections entitled “Stock Ownership of Certain Beneficial Owners and Management” and “Equity Compensation Plan Information” in the 2014 Proxy Statement.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required by this Item is incorporated herein by this reference to the sections entitled "Certain Relationships and Related Transactions” and “Director Independence” in the 2014 Proxy Statement.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The information required by this Item is incorporated herein by this reference to the sections entitled “Fees Paid to Auditors” and “Audit Committee Report” in the 2014 Proxy Statement. No other portion of the section of the 2014 Proxy Statement entitled “Audit Committee Report” is, nor shall it be deemed to be, incorporated by reference into this Annual Report on Form 10-K.

PART IV

ITEM 15. EXHIBITS, AND FINANCIAL STATEMENT SCHEDULES

(a) List of documents filed as part of this report:

1. All financial statements – see Item 8.

2. All schedules have been omitted since they are either not required or not applicable, or the required information is included.

3. The exhibits listed in the accompanying Index to Exhibits immediately following the signature page to this Annual Report on Form 10-K.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on this 25th day of September, 2014.

CRACKER BARREL OLD COUNTRY STORE, INC.

By: /s/Sandra B. Cochran
Sandra B. Cochran,
President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant in the capacities on this 25th day of September, 2014.

Name	Title
/s/Sandra B. Cochran Sandra B. Cochran	President, Chief Executive Officer and Director
/s/Lawrence E. Hyatt Lawrence E. Hyatt	Senior Vice President and Chief Financial Officer (Principal Financial Officer)
/s/P. Douglas Couvillion P. Douglas Couvillion	Vice President, Corporate Controller (Principal Accounting Officer)
/s/Thomas H. Barr Thomas H. Barr	Director
/s/James W. Bradford James W. Bradford	Director and Chairman of the Board
/s/Glenn A. Davenport Glenn A. Davenport	Director
/s/Richard J. Dobkin Richard J. Dobkin	Director
/s/Norman E. Johnson Norman E. Johnson	Director
/s/William W. McCarten William W. McCarten	Director
/s/Coleman H. Peterson Coleman H. Peterson	Director
/s/Andrea M. Weiss Andrea M. Weiss	Director

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INDEX TO EXHIBITS

Exhibit	
3(I), 4(a)	Amended and Restated Charter of Cracker Barrel Old Country Store, Inc. (1)
3(II), 4(b)	Amended and Restated Bylaws of Cracker Barrel Old Country Store, Inc. (2)
4(c), 10(a)	Credit Agreement, dated as of July 8, 2011, among Cracker Barrel Old Country Store, Inc., the Subsidiary Guarantors named therein, the Lenders party thereto, and Wells Fargo Bank, National Association as Administrative Agent and Collateral Agent (3)
4(d)	Rights Agreement, dated as of April 9, 2012, between Cracker Barrel Old Country Store, Inc. and American Stock Transfer & Trust Company, LLC, as rights agent (4)
4(e), 10(b)	First Amendment to Credit Agreement, dated as of April 24, 2012 (5)
4(f), 10(c)	Second Amendment to Credit Agreement, dated as of May 31, 2013 (6)
10(d)	CBRL Group, Inc. 2000 Non-Executive Stock Option Plan†(7)
10(e)	Cracker Barrel Old Country Store, Inc. 1989 Stock Option Plan for Non Employee Directors†(8)
10(f)	CBRL Group, Inc. Form of Restricted Stock Award Notice†(9)
10(g)	Form of Stock Option Award under the CBRL Group, Inc. 2002 Omnibus Incentive Compensation Plan†(10)
10(h)	Change in Control Agreement with Edward A. Greene, dated June 22, 2006, as amended May 22, 2012†(11)
10(i)	Change in Control Agreement with Christopher A. Ciavarra, dated February 1, 2010, as amended May 22, 2012†*
10(j)	Form of Change in Control Agreement with Lawrence E. Hyatt, effective January 3, 2011, as amended May 22, 2012†(12)
10(k)	Form of Change in Control and Severance Agreement between Cracker Barrel Old Country Store, Inc. and certain of its named officers†(13)
10(l)	Schedule identifying material differences among the Change in Control and Severance Agreements† (14)
10(m)	Master Lease, dated July 21, 2000, between Country Stores Property I, LLC, as Lessor, and Cracker Barrel Old Country Store, Inc., as Lessee, for lease of 21 Cracker Barrel Old Country Store® sites (15)
10(n)	Master Lease, dated July 31, 2000, between Country Stores Property I, LLC, as Lessor, and Cracker Barrel Old Country Store, Inc., as Lessee, for lease of nine Cracker Barrel Old Country Store® sites**

10(o)	Master Lease, dated July 31, 2000, between Country Stores Property II, LLC, as Lessor, and Cracker Barrel Old Country Store, Inc., as Lessee, for lease of 23 Cracker Barrel Old Country Store® sites**
10(p)	Master Lease, dated July 31, 2000, between Country Stores Property III, LLC, as Lessor, and Cracker Barrel Old Country Store, Inc., as Lessee, for lease of 12 Cracker Barrel Old Country Store® sites**

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10(q)	Cracker Barrel Old Country Store, Inc. Amended and Restated Stock Option Plan (as amended to date)†(16)
10(r)	Cracker Barrel Old Country Store, Inc. Corporate Policy—Severance Benefits Policy (as amended to date)†(17)
10(s)	Amendment No. 1 to Retention Agreement with Sandra B. Cochran, dated March 11, 2009, as amended September 12, 2011†(18)
10(t)	Cracker Barrel Old Country Store, Inc. 2002 Omnibus Incentive Compensation Plan (as amended to date)†(19)
10(u)	Cracker Barrel Old Country Store, Inc. 2010 Omnibus Stock and Incentive Plan†(20)
10(v)	Cracker Barrel Old Country Store, Inc. Form of Performance-Based Stock Unit Award†(21)
10(w)	Cracker Barrel Old Country Store, Inc. and Subsidiaries FY 2012 Long-Term Performance Plan†(22)
10(x)	Cracker Barrel Old Country Store, Inc. Non-Qualified Savings Plan (as amended to date)†(23)
10(y)	Cracker Barrel Old Country Store, Inc. Deferred Compensation Plan†(24)
10(z)	Amendment to Deferred Compensation Plan†(25)
10(aa)	Executive Employment Agreement with Sandra B. Cochran, dated as of September 12, 2011†(26)
10(bb)	Executive Employment Agreement with Sandra B. Cochran, dated as of September 26, 2013†(27)
10(cc)	Cracker Barrel Old Country Store, Inc. and Subsidiaries FY 2013 Long-Term Incentive Program†(28)
10(dd)	Cracker Barrel Old Country Store, Inc. and Subsidiaries FY 2014 Annual Bonus Plan†(29)
10(ee)	Cracker Barrel Old Country Store, Inc. and Subsidiaries FY 2014 Long-Term Incentive Program†(30)
10(ff)	Cracker Barrel Old Country Store, Inc. Form of Restricted Stock Award Notice†(31)
21	Subsidiaries of the Registrant (filed herewith)
23	Consent of Independent Registered Public Accounting Firm - Deloitte & Touche LLP (filed herewith)
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith)
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith)
32.1	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed herewith)
32.2	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed herewith)

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101.INS XBRL Instance Document (filed herewith)

101.SCH XBRL Taxonomy Extension Schema (filed herewith)

101.CAL XBRL Taxonomy Extension Calculation Linkbase (filed herewith)

101.LAB XBRL Taxonomy Extension Label Linkbase (filed herewith)

101.PRE XBRL Taxonomy Extension Presentation Linkbase (filed herewith)

101.DEF XBRL Taxonomy Extension Definition Linkbase (filed herewith)

(1) Incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed under the Exchange Act on April 10, 2012.

(2) Incorporated by reference to Exhibit 3.1 to the Company’s Current Report on Form 8-K filed under the Exchange Act on February 24, 2012.

(3) Incorporated by reference to Exhibit 10.1 to the Company’s Current Report on Form 8-K filed under the Exchange Act on July 11, 2011.

(4) Incorporated by reference to Exhibit 4.1 to the Company’s Current Report on Form 8-K filed under the Exchange Act on April 10, 2012.

(5) Incorporated by reference to Exhibit 10.1 to the Company’s Current Report on Form 8-K filed under the Exchange Act on April 26, 2012.

(6) Incorporated by reference to Exhibit 10.1 to the Company’s Quarterly Report on Form 10-Q filed under the Exchange Act for the quarterly period ended May 3, 2013.

(7) Incorporated by reference to Exhibit 10(i) to the Company’s Annual Report on Form 10-K filed under the Exchange Act for the fiscal year ended August 2, 2002.

(8) Incorporated by reference to Exhibit 10.4 to the Company’s Post Effective Amendment No. 1 to Form S-8 filed on January 17, 2012.

(9) Incorporated by reference to Exhibit 10(j) to the Company’s Annual Report on Form 10-K filed under the Exchange Act for the fiscal year ended July 29, 2005.

(10) Incorporated by reference to Exhibit 10(l) to the Company’s Annual Report on Form 10-K filed under the Exchange Act for the fiscal year ended July 29, 2005.

(11) Incorporated by reference to Exhibit 10.2 to the Company’s Annual Report on Form 10-K filed under the Exchange Act for the fiscal year ended July 28, 2006.

(12) Incorporated by reference to Exhibit 99.1 to the Company’s Current Report on Form 8-K filed under the Exchange Act on December 17, 2010.

(13) Incorporated by reference to Exhibit 10.2 to the Company’s Quarterly Report on Form 10-Q filed under the Exchange Act for the quarterly period ended April 27, 2012.

(14) Incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q filed under the Exchange Act for the quarterly period ended April 27, 2012.

(15) Incorporated by reference to Exhibit 10(r) to the Company's Annual Report on Form 10-K filed under the Exchange Act for the fiscal year ended July 28, 2000.

(16) Incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed under the Exchange Act for the quarterly period ended January 30, 2009.

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(17) Incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed under the Exchange Act for the quarterly period ended May 1, 2009.

(18) Incorporated by reference to Exhibit 10(o) to the Company's Annual Report on Form 10-K filed under the Exchange Act for the fiscal year ended July 29, 2011.

(19) Incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q filed under the Exchange Act for the quarterly period ended January 29, 2010.

(20) Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed under the Exchange Act on December 7, 2010.

(21) Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed under the Exchange Act on December 7, 2010.

(22) Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed under the Exchange Act on August 2, 2011.

(23) Incorporated by reference to Exhibit 10(aa) to the Company's Annual Report on Form 10-K filed under the Exchange Act for the fiscal year ended July 29, 2011.

(24) Incorporated by reference to Exhibit 10(bb) to the Company's Annual Report on Form 10-K filed under the Exchange Act for the fiscal year ended July 29, 2011.

(25) Incorporated by reference to Exhibit 10(cc) to the Company's Annual Report on Form 10-K filed under the Exchange Act for the fiscal year ended July 29, 2011.

(26) Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed under the Exchange Act on September 15, 2011.

(27) Incorporated by reference to Exhibit 10(dd) to the Company's Annual Report on Form 10-K filed under the Exchange Act for the fiscal year ended August 2, 2013.

(28) Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed under the Exchange Act on October 3, 2012.

(29) Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed under the Exchange Act on July 31, 2013.

(30) Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed under the Exchange Act on July 31, 2013.

(31) Incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed under the Exchange Act on July 31, 2013.

· Document not filed because essentially identical in terms and conditions to Exhibit 10(h).

** Document not filed because essentially identical in terms and conditions to Exhibit 10(m).

· Denotes management contract or compensatory plan, contract or arrangement.