

CRACKER BARREL OLD COUNTRY STORE, INC  
Form 8-A12B/A  
April 10, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 8-A/A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**

**Pursuant to Section 12(b) or (g) of**  
**The Securities Exchange Act of 1934**

**CRACKER BARREL OLD COUNTRY STORE, INC.**  
**(Exact name of registrant as specified in its charter)**

**Tennessee**  
**(State or other Jurisdiction**  
**of Incorporation)**

**001-25225**  
**(Commission**  
**File Number)**

**62-0812904**  
**(IRS. Employer**  
**Identification No.)**

**305 Hartmann Drive, P.O. Box 787**

**37088-0787**

**Lebanon, Tennessee**  
**(Address of Principal Executive Offices)** **(Zip Code)**  
**Registrant's telephone number, including area code: (615) 444-5533**

**Not Applicable**

**(Former name or former address if changed since last report.)**

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box:

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box:

**Securities Act registration statement file number to which this form relates: Not Applicable**

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

<b>Title of Each Class</b>	<b>Name of Each Exchange on Which</b>
<b>to be so Registered</b>	<b>Each Class is to be Registered</b>
<b>Preferred Stock Purchase Rights</b>	<b>NASDAQ Global Stock Market</b>
<b>Securities to be registered pursuant to Section 12(g) of the Act:</b>	

**None**

**(Title of Each Class)**

This Form 8-A/A is filed by Cracker Barrel Old Country Store, Inc. (the Registrant ) to correct a scrivener s error in the Form 8-A/A filed by the Registrant on April 9, 2015 relating to the final expiration date of the preferred stock purchase rights (the Rights ) registered on the Form 8-A filed by the Registrant on April 10, 2012.

**Item 1. Description of Registrant s Securities to be Registered.**

Item 1 is hereby amended and supplemented as follows:

On April 9, 2015, the Final Expiration Date occurred under the Amended and Restated Rights Agreement dated as of April 9, 2012, by and between the Registrant and American Stock Transfer & Trust Company, LLC, as Rights Agent (the Rights Agreement ). As a result, the Rights Agreement and the Rights issued thereunder expired by their own terms and each share of common stock, par value \$0.01 per share, of the Registrant is no longer accompanied by a right to purchase, under certain circumstances, one one-hundredth of a share of Series A Junior Participating Preferred Stock of the Registrant. Shareholders of the Registrant were not entitled to any payment as a result of the occurrence of the Final Expiration Date and the expiration of the Rights.

**Item 2. Exhibits.**

**Exhibit  
Number**

**Description**

- |     |   |
|-----|---|
| 4.1 | Rights Agreement, dated as of April 9, 2012, between Cracker Barrel Old Country Store, Inc. and American Stock Transfer & Trust Company, LLC, which includes the Articles of Amendment to the Amended and Restated Charter as Exhibit A, the form of Right Certificate as Exhibit B, and the Summary of Rights to Purchase Preferred Shares as Exhibit C (Incorporated by reference to Exhibit 4.1 to Cracker Barrel Old Country Store, Inc. s Form 8-K filed on April 10, 2012). |
|-----|---|

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

CRACKER BARREL OLD COUNTRY STORE, INC.

Date: April 10, 2015

By: /s/ Lawrence E. Hyatt

Name: Lawrence E. Hyatt

Title: Senior Vice President and Chief Financial Officer

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
4.1	Rights Agreement, dated as of April 9, 2012, between Cracker Barrel Old Country Store, Inc. and American Stock Transfer & Trust Company, LLC, which includes the Articles of Amendment to the Amended and Restated Charter as Exhibit A, the form of Right Certificate as Exhibit B, and the Summary of Rights to Purchase Preferred Shares as Exhibit C (Incorporated by reference to Exhibit 4.1 to Cracker Barrel Old Country Store, Inc.'s Form 8-K filed on April 10, 2012).