

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

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)**

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Cracker Barrel Old Country Store, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Cracker Barrel Old Country Store, Inc. (the "Company") used the following presentation at the Wells Fargo Retail and Restaurants Summit beginning on October 2, 2012. This presentation was also posted to the Company's Investor Relations website, investor.crackerbarrel.com. A screenshot of the "Events & Presentations" section of the Investor Relations website follows the presentation below.



**Wells Fargo 2012
Retail & Restaurant Summit
October 2, 2012**





Safe Harbor statement

Cracker Barrel Old Country Store, Inc. ("Cracker Barrel" or the "Company") urges caution in considering current trends and earnings guidance disclosed in this presentation. Except for specific historical information, matters discussed in this presentation are forward looking statements that involve risks, uncertainties and other factors that may cause actual results and performance of the Company to differ materially from those expressed or implied in this discussion. All forward-looking information is provided pursuant to the safe harbor established under the Private Securities Litigation Reform Act of 1995.

More detailed information on risks, uncertainties, and other factors is provided in the Company's filings with the U.S. Securities and Exchange Commission (the "SEC"), press releases and other communications.



Important Additional Information

Cracker Barrel, its directors and certain of its executive officers may be deemed to be participants in the solicitation of proxies from Cracker Barrel shareholders in connection with the matters to be considered at Cracker Barrel's 2012 Annual Meeting. Cracker Barrel has filed a preliminary proxy statement with the SEC in connection with such solicitation of proxies from Cracker Barrel shareholders. When completed, a definitive proxy statement and a form of proxy will be mailed to Cracker Barrel shareholders. INVESTORS AND SHAREHOLDERS ARE STRONGLY ENCOURAGED TO READ THE PRELIMINARY PROXY STATEMENT, THE DEFINITIVE PROXY STATEMENT AND ACCOMPANYING WHITE PROXY CARD AND OTHER DOCUMENTS FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE AS THEY WILL CONTAIN IMPORTANT INFORMATION. Detailed information regarding the identity of potential participants, and their direct or indirect interests, by security holdings or otherwise, is set forth in the proxy statement and other materials to be filed with the SEC in connection with Cracker Barrel's 2012 Annual Meeting. Shareholders will be able to obtain the proxy statement, any amendments or supplements to the proxy statement and other documents filed by Cracker Barrel with the SEC for no charge at the SEC's website at www.sec.gov. Copies will also be available at no charge at the Investor Relations section of our corporate website at www.crackerbarrel.com.

This presentation contains excerpts from certain previously published material. Unless otherwise indicated, consent of the author and publication to use the material as proxy soliciting material has not been sought or obtained.



A truly unique brand and experience

- Highly differentiated concept providing wholesome connections to our guests
- Our 620 old-fashioned country stores welcome 215 million guests a year
- Approximately \$2.6B in annual revenues with roughly 20% coming from our retail business
- Welcome break for travelers across 42 states...travelers make up approximately 40% of our business





Quality ingredients hand-crafted with care

- USDA Grade AA real butter
- Fresh squeezed Florida orange juice
- Oven roasted turkey breasts
- Sugar cured ham steaks
- Arabica coffee beans
- USDA domestic ground beef
- Russet Burbank potatoes
- Grade A pure sour cream
- USDA Choice chuck roast ½" thick
- Whole hog smoked sausage
- USDA choice country fried steak
- Grade A farm fresh eggs
- USDA inspected chicken tenderloins
- USDA Grade AA real butter
- Trans Fat and cholesterol free vegetable oil
- Farm raised rainbow trout



- Dumplins hand-rolled daily
- Wild Maine blueberries
- Freshly brewed iced tea
- Real mashed potatoes
- Scratch biscuits with real buttermilk
- Natural Colby cheese
- Real Half & Half
- All natural vanilla bean ice cream
- Biscuit steak cut from the tenderloin
- Long-cured country ham
- Wild caught North Atlantic Haddock and Cod
- Farm raised domestic catfish
- Westminster Thin Square™ crackers
- Stewart's™ Root Beer and Orange n' Cream Soda
- Earl Grey™ decaffeinated tea
- Twining™ Darjeeling tea
- Dickinson's™ preserves and jam
- Hickory smoked thick sliced bacon





Retail is integral to the Cracker Barrel experience

- The experience begins with rockers on the front porch... which are also the top seller
- The retail shop doubles as a guest waiting area...and produces sales per square foot of approximately \$400 and gross margins around 50%
- Emphasis on nostalgic and unique merchandise with a large selection of items under \$20
 - Apparel
 - Branded Food
 - Toys and Games
 - Music





We've been successful delivering the guest experience

#1 Family Dining Restaurant and Top Honors in Service, Cleanliness, Menu Variety, Atmosphere, Reputation, Craveability, Likely to Return and Likely to Recommend - *Nation's Restaurant News*, *Consumer Picks 2012 National Survey*



"Best Breakfast" among Family Dining Chains - *Zagat's 2010 & 2011 Consumer Surveys*

Top of the Full-Service Restaurants in Casual and Family Dining - *Consumer Brand Metrics Program, Technomic, Inc.*



Top "Family Dining" Chain for 19 Consecutive Years in "Choice in Chains" Annual Consumer Survey - *Restaurants & Institutions Magazine*



"America's Most Admired Companies" for the food service industry 12 consecutive years - *Fortune*



Best National Restaurant Chain in Readers' Choice awards - *Packaged Travel Insider*



Most RV-Friendly Sit-Down Restaurant in America for 10 Consecutive Years - *The Good Sam Club*

Gold Award - *Courier Magazine's Favorite Group Friendly Restaurant - NTA Tour Operators*



Standing out in a sea of sameness

		Brand A	Brand B	Brand C	Brand D	Brand E	Brand F	Brand G	Brand H	Brand I
Is Unique	%	%	%	%	%	%	%	%	%	%
Agree Completely	42	18*	22*	23*	17*	23*	28*	26*	29*	29*


Cracker Barrel is perceived to be more unique than its competitors



-Source: Technomic Consumer Brand Metrics Study – Q1 2011 – 2012; * Brands include: Cracker Barrel, Applebee's, Bob Evans, Chili's, Denny's, IHOP, Olive Garden, Outback, Red Lobster, Steak n' Shake; Rating significantly lower than Cracker Barrel at the 95% level of confidence



Leader in seven of ten categories

		Brand A	Brand B	Brand C	Brand D	Brand E	Brand F	Brand G	Brand H	Brand I	
	Rank	%	%	%	%	%	%	%	%	%	
Menu Variety	1 st	64	51 *	56 *	56 *	52 *	51 *	53 *	52 *	61	44 *
Availability of Healthy Options	1 st	52	46	51	43 *	39 *	42 *	48	42 *	48	26 *
Welcoming, comfortable atmosphere	1 st	70	53 *	59 *	56 *	46 *	49 *	63	63	66	46 *
Kid-friendly	1 st	60	44 *	49 *	45 *	47 *	50 *	49 *	42 *	41 *	48 *
Portion for price paid	1 st	65	54 *	56 *	54 *	51 *	50 *	61	57 *	59	46 *
Ability to provide value through high-quality menu items	1 st	57	42 *	48 *	46 *	38 *	43 *	49 *	51	53	43 *
Prices relative to other, similar restaurants	1 st	57	39 *	43 *	41 *	41 *	39 *	41 *	43 *	44 *	41 *
Food Quality	2 nd	71	56 *	62 *	60 *	48 *	57 *	68	69	73	51 *
Food Taste & Flavor	3 rd	72	58 *	64 *	62 *	51 *	57 *	69	74	75	55 *
Pleasant, Friendly Service	3 rd	74	67	74	70	62 *	63 *	72	76	77	64 *

Source: Technomic Consumer Brand Metrics Study – Q1 2011 – 2012; * Brands include: Cracker Barrel, Applebee's, Bob Evans, Chili's, Denny's, IHOP, Olive Garden, Outback, Red Lobster, Steak n' Shake; Rating significantly lower than Cracker Barrel at the 95% level of confidence



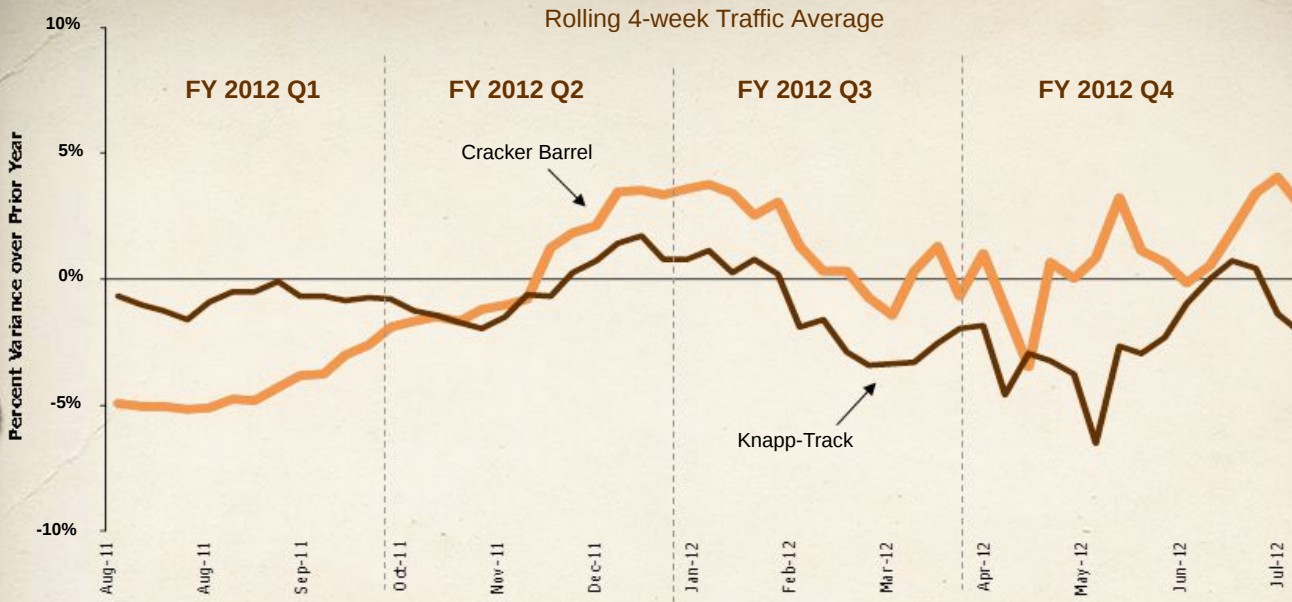
What we accomplished this past year

- | | | |
|---|---|---|
| ✓ Improve same store sales and traffic trends | ➔ | ■ Accelerating same store sales growth in last three quarters with Q4 traffic up 1.4% |
| ✓ Cut costs and leverage fixed costs to enhance profitability | ➔ | ■ FY 2012 operating margin growth of 50 bps |
| ✓ Reconfigure the Board with new members bringing a fresh perspective | ➔ | ■ 7 new board members, including a new independent Chairman ¹ |
| ✓ Fill in key management positions to enhance functional capabilities | ➔ | ■ First Year CEO and new head of retail |
| ✓ Develop a long-term plan to maintain operating momentum | ➔ | ■ Outperforming casual dining peers in Knapp-Track for three consecutive quarters |

(1) Changes to board since 20-Jun-2011. New Chairman to succeed into position effective November 2012



We have regained and are maintaining our positive gap to Knapp-Track™ Casual Dining



21 out of the last 24 quarters we have outperformed the Knapp Track Casual Dining Index

Source: Knapp Track™ Casual Dining Index Updated through August 3rd



Fiscal 2012 was a Successful Year

Business priorities

Financial outcomes

(in millions, except per share data)

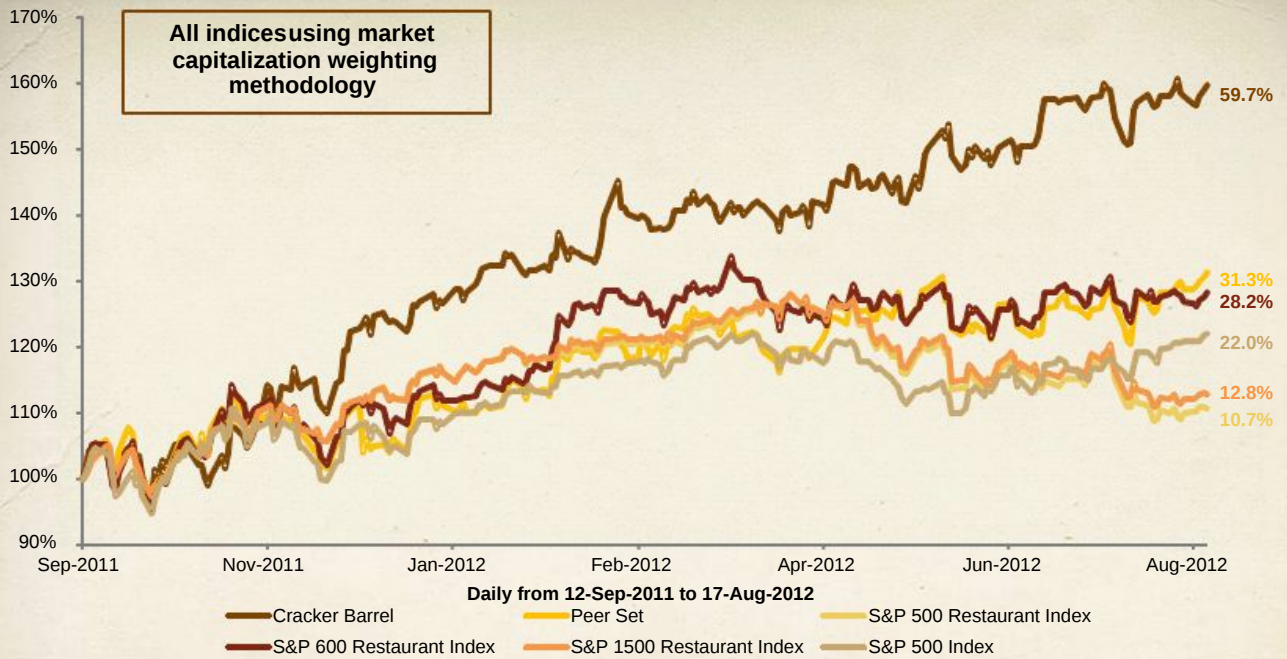
	2012 GAAP	Adj (1)(4)	53rd Week	Adj 2012	2011 GAAP	Adj (1)(2)(3)(4)	Adj 2011	% growth on Adj
Sales	\$2,580		(\$51)	\$2,529	\$2,434		\$2,434	3.9%
Operating income	\$191	\$7	(\$10)	\$188	\$167	\$1	\$169	11.6%
EPS	\$4.40	\$0.21	(\$0.27)	\$4.34	\$3.61	\$0.20	\$3.81	13.9%

	2012	2011	% growth
Cash balance	\$152	\$52	190.7%
LT debt	\$642	\$673	-4.6%
Dividends declared	\$1.12	\$0.86	30.2%

- (1) Severance, other charges and tax effects related to operational restructuring
- (2) (Charges) Gain and tax effects of impairment net of gain on sale of property
- (3) Refinancing costs and tax effects related to the Company's \$750 million credit facility
- (4) Charges and tax effects of the proxy contest concluded at the Company's annual meeting of shareholders



CBRL relative performance



Source: Bloomberg as of 17-Aug-2012

Note: Peer set includes BH, BOBE, EAT, CAKE, DRI, DENN, RT, TXRH. S&P Restaurant Index includes the restaurant companies in the S&P 500 Index: CMG, DRI, MCD, SBUX, YUM. S&P 600 Restaurant Index includes the restaurant companies in the S&P 600 Index: BJRI, BH, BWLD, CEC, CBRL, DIN, JACK, PZZA, PEET, RRGB, RT, RUTH, SONC, TXRH. S&P 1500 Restaurant Index includes the restaurant companies in the S&P 1500 Index: BJRI, BH, BOBE, EAT, BWLD, CEC, CAKE, CMG, CBRL, DRI, DIN, JACK, MCD, PNRA, PZZA, PEET, RRGB, RT, RUTH, SONC, SBUX, TXRH, WEN, YUM.



Thoughtful board succession planning

7 new members within last 18 months



Designated Chairman, James Bradford, Attorney, Dean Vanderbilt's Owen Graduate School of Management, former President and CEO of United Glass Corporation



Tom Barr, current VP, Global Coffee at Starbuck's Coffee Company



Norm Johnson, Executive Chairman and former CEO, Clarcor, Inc.



Sandy Cochran, President and CEO, Cracker Barrel, former CEO, Books-A-Million



William McCarten, Chairman of the Board, DiamondRock Hospitality Company, former President and CEO, HMS Host Corporation



Glenn Davenport, former Chairman and CEO, Morrison Group



Coleman Peterson, President/CEO, Hollis Enterprises, LLC, former EVP and Chief People Officer, Walmart



Andrea Weiss, President and CEO, Retail Consulting, former Chairman Cortefiel Group, SA



Richard Dobkin, retired; Managing Partner of the Tampa, FL office of Ernest & Young, LLP



Martha Mitchell, retired, Senior Partner and SVP, Fleishman-Hillard

Announced retiring: Robert Dale, Charles Jones, B.F. Lowery, Michael Woodhouse



Our three-year strategy

ENHANCE THE CORE

Focus on business **priorities**

Grow **traffic** by understanding and meeting guests' evolving **needs**

Maintain our **value promise** to the guest and deliver a **consistent** guest experience that aligns with our **brand**

EXPAND THE FOOTPRINT

Continued commitment to **profitable new unit growth**

New store growth of **2-3% per year** with a continued focus on **best locations** and **consistent execution**

EXTEND THE BRAND

Extend the **power of the Cracker Barrel brand** beyond the physical stores

Long term value created through new revenue streams





Priorities for FY 2013

1 Refresh Select Menu Categories

- Reinforce value proposition for guests with a refresh of Country Dinner Plates
- Introduce better-for-you programs, including new sides and Wholesome Fixins'

2 Grow Retail Sales with Unique Merchandise

- Focus on unique, exclusive, authentic merchandise
- Improve productivity with visual merchandising and space planning

3 Build on Successful Handcrafted Marketing Campaign

- Continue national media strategy
- Introduce new "Hand-crafted" creative for TV, radio, and billboards

4 Invest in and Leverage Technology to Support Operations and Reduce Costs

- Implement technology to improve efficiencies and food quality
- Streamline processes to increase labor productivity

5 Focus on Maximizing Shareholder Returns

- Target 2-3% annual new unit growth over the next three years
- Pay competitive dividends and repurchase shares

6 Improve Ecommerce Business and Develop Licensing Platform

- Grow ecommerce awareness and revenues
- Lay groundwork to sell Cracker Barrel branded products in grocery stores

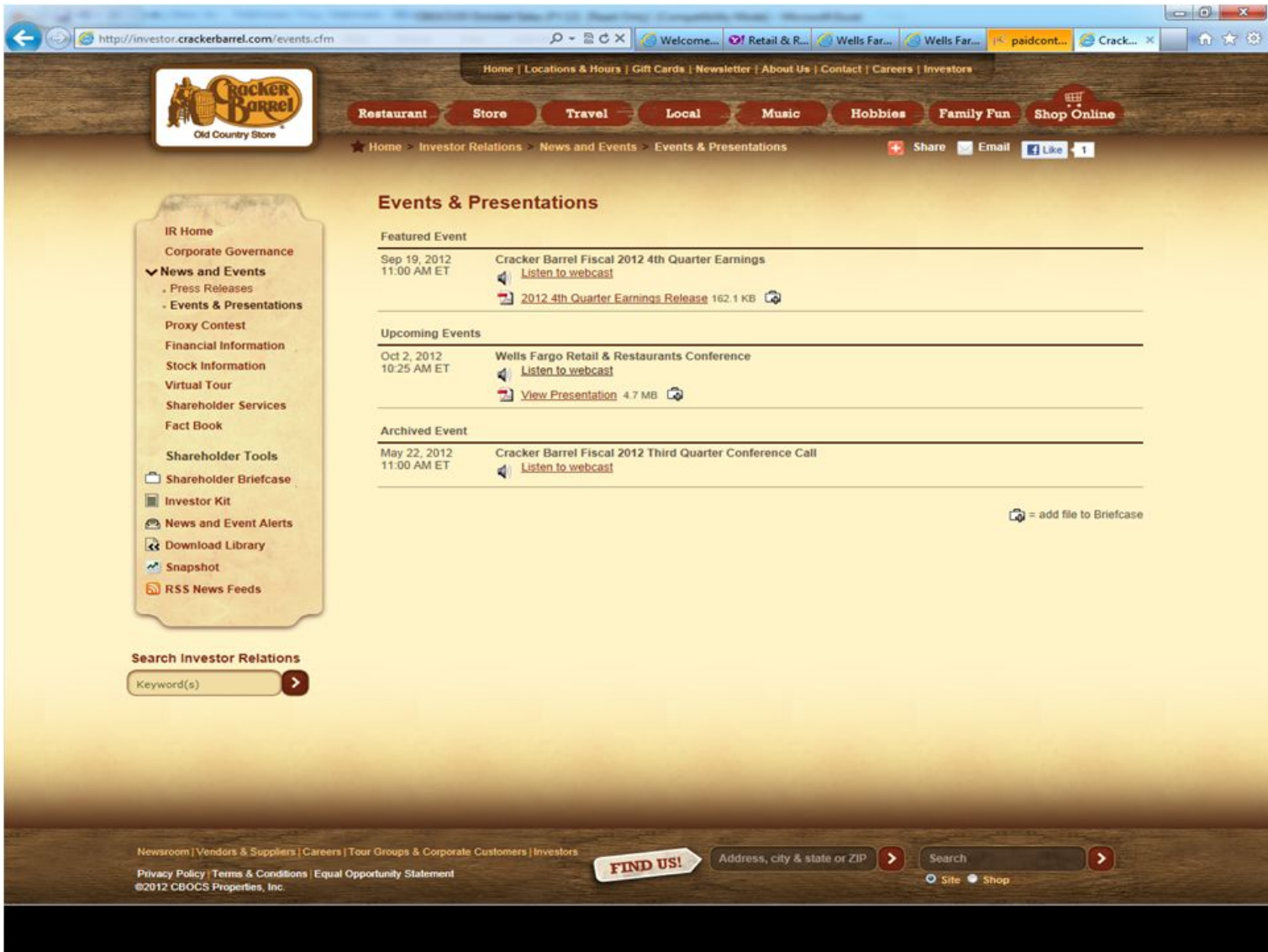


A strong brand, well-positioned to continue to deliver shareholder value

We believe Cracker Barrel is well positioned because:

- A truly unique brand and guest experience
- Proven executive team led the Company through a strong fiscal year
- New strategy building on past success to provide a long runway of shareholder value creation





- IR Home
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Events & Presentations

Featured Event

Sep 19, 2012
11:00 AM ET

Cracker Barrel Fiscal 2012 4th Quarter Earnings

[Listen to webcast](#)

[2012 4th Quarter Earnings Release](#) 162.1 KB

Upcoming Events

Oct 2, 2012
10:25 AM ET

Wells Fargo Retail & Restaurants Conference

[Listen to webcast](#)

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Archived Event

May 22, 2012
11:00 AM ET

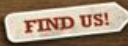
Cracker Barrel Fiscal 2012 Third Quarter Conference Call

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