

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

CBRL Group, 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)(4) 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:

CBRL GROUP, INC.

**** IMPORTANT NOTICE ****

Regarding the Availability of Proxy Materials

You are receiving this communication because you hold shares in the above company, and the materials you should review before you cast your vote are now available.

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

Shareholder's Meeting to be held on 11/25/08

Proxy Materials Available

- Notice and Proxy Statement
- Annual Report

PROXY MATERIALS - VIEW OR RECEIVE

You can choose to view the materials online or receive a paper or e-mail copy. There is **NO** charge for requesting a copy. Requests, instructions and other inquiries will **NOT** be forwarded to your investment advisor.

To facilitate timely delivery please make the request as instructed below on or before **11/11/08**.

HOW TO VIEW MATERIALS VIA THE INTERNET

Have the 12 Digit Control Number(s) available and visit:
www.proxyvote.com

HOW TO REQUEST A COPY OF MATERIALS

- 1) BY INTERNET - www.proxyvote.com
- 2) BY TELEPHONE - 1-800-579-1639
- 3) BY E-MAIL* - sendmaterial@proxyvote.com

*If requesting materials by e-mail, please send a blank e-mail with the 12 Digit Control Number (located on the following page) in the subject line.

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See the Reverse Side for Meeting Information and Instructions on How to Vote

Meeting Information

Meeting Type: Annual
Meeting Date: 11/25/08
Meeting Time: 10:00 a.m. CT
For holders as of: 09/29/08

Meeting Location:

305 Hartmann Drive
Lebanon, TN 37087

How To Vote



Vote In Person

Should you choose to vote these shares in person at the meeting you must request a "legal proxy". To request a legal proxy please follow the instructions at www.proxyvote.com or request a paper copy of the materials. Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance.



Vote By Internet

To vote **now** by Internet, go to WWW.PROXYVOTE.COM. Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your notice in hand when you access the web site and follow the instructions.

Voting items

The Board of Directors recommends a vote "FOR" each of the proposals.

1. TO ELECT DIRECTORS:

Nominees:

- | | |
|---------------------------|--------------------------|
| 01) James D. Carreker | 06) B.F. "Jack" Lowery |
| 02) Robert V. Dale | 07) Martha M. Mitchell |
| 03) Richard J. Dobkin | 08) Andrea M. Weiss |
| 04) Robert C. Hilton | 09) Jimmie D. White |
| 05) Charles E. Jones, Jr. | 10) Michael A. Woodhouse |

2. TO APPROVE THE SELECTION OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2009.

3. TO APPROVE THE PROPOSED CHARTER AMENDMENT CHANGING THE COMPANY'S CORPORATE NAME TO "CRACKER BARREL OLD COUNTRY STORE, INC."

4. TO APPROVE THE PROPOSED AMENDMENT TO THE CBRL AMENDED AND RESTATED STOCK OPTION PLAN.

5. TO APPROVE PROPOSED AMENDMENTS TO THE CBRL 2002 OMNIBUS INCENTIVE COMPENSATION PLAN INCREASING, FOR TAX DEDUCTIBILITY PURPOSES, THE CATEGORIES OF PERFORMANCE CRITERIA AND THE ANNUAL CASH AWARD LIMIT.

6. TO APPROVE THE PROPOSED AMENDMENT TO THE CBRL 2002 OMNIBUS INCENTIVE COMPENSATION PLAN INCREASING THE NUMBER OF SHARES THAT MAY BE AWARDED UNDER THE PLAN.