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FORM 8-K  
CURRENT REPORT

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Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

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Date of Report (Date of earliest event reported):  
September 9, 1998

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CRACKER BARREL OLD COUNTRY STORE, INC  
(Exact name of Registrant as specified in its Charter)

Tennessee  
(State of Incorporation)

0-7536  
(Commission File No.)

62-0812904  
(IRS Employer  
Identification No.)

305 Hartmann Drive, Lebanon, Tennessee 37087  
(Address of Principal Executive Offices) (Zip Code)

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Registrant's telephone number, including area code:

(615) 444-5533

Item 5. Other Events.

The registrant, at its option, reports the following information which is not otherwise called for by this form, that the registrant deems may be of importance to security holders:

On September 9, 1998, the registrant announced a stock repurchase program involving up to 3,000,000 shares of its capital stock. The full text of the registrant's press release is attached as Exhibit 1.

Item 7. Financial Statements and Exhibits.

(c) Exhibit

(99) Press Release dated September 9, 1998 - Cracker Barrel Old Country Store, Inc. Announces Fiscal Year End Results

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CRACKER BARREL OLD COUNTRY STORE, INC.  
(Registrant)

Date: September 14, 1998

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By: /s/ James F. Blackstock

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James F. Blackstock  
VP, General Counsel,  
Secretary



Contact: Michael A. Woodhouse  
Chief Financial Officer

CRACKER BARREL OLD COUNTRY STORE, INC.  
ANNOUNCES FISCAL YEAR-END RESULTS

BOARD APPROVES 3 MILLION SHARE STOCK BUYBACK

Lebanon, Tennessee (September 9, 1998) - Cracker Barrel Old Country Store, Inc. (Nasdaq:NM/CBRL) today announced record results for its fiscal year ended July 31, 1998.

Net sales for fiscal 1998 were \$1,317.1 million compared with net sales of \$1,123.9 million in fiscal 1997. Pre-tax income was \$164.7 million compared with \$137.5 million last year. Net income was \$104.1 million, or \$1.65 per share (diluted), compared with \$86.6 million, or \$1.41 per share (diluted), last year.

Net sales for the fourth quarter ended July 31, 1998, were \$365.2 million compared with net sales of \$322.0 million in the fourth quarter last year. Pre-tax income was \$55.9 million compared with \$48.9 million. Net income was \$35.4 million, or \$0.56 per share (diluted), compared with \$31.2 million, or \$0.51 per share (diluted).

Commenting on the results, Dan W. Evins, chairman and chief executive officer, said, "Comparable 52-week same store restaurant sales for fiscal 1998 increased 1.6%, and same store retail sales increased 2.5% for a combined increase of 1.8%. In the fourth quarter of fiscal 1998, comparable 13-week same store restaurant sales decreased 0.3% and same store retail sales were down 2.6%, for a combined decrease of 0.8%. Sales from new stores accounted for the balance of the net sales increase in both periods.

"In fiscal 1998, we opened 50 new Cracker Barrel stores bringing the total stores open at fiscal year end to 357. As of July 31, 1998, we had stores in 35 states which included the addition of Idaho, Montana,

Nebraska, and New Jersey in the fiscal year. Our plan is to open 50 new Cracker Barrel stores in fiscal 1999, including new stores in the states of Massachusetts and Nevada, which will bring the total number of stores to 407 at the end of the year. In addition, we plan to open two Carmine's Gourmet Markets."

The Company also announced that the Board of Directors has authorized the repurchase of up to 3 million shares of Cracker Barrel's common stock. This will allow the Company to repurchase approximately 5% of the 62.5 million shares outstanding. The purchases are to be made from time to time in the open market at prevailing market prices. One effect of the share repurchase will be to minimize dilution to existing shareholders as shares are issued under the Company's Stock Option Plan.

Except for specific historical information, the matters discussed in this press release are forward-looking statements that involve risks, uncertainties and other factors which may cause actual results and performance of Cracker Barrel Old Country Store, Inc. to differ materially from those expressed or implied by such statements. Factors which will affect actual results include, but are not limited to: the availability and costs of acceptable sites for development; the ability of the Company to recruit and train restaurant personnel in its expansion locations; the acceptance of the Cracker Barrel concept as the Company continues to expand into new geographic regions; continued successful development of new and regional menu items; changes in or implementation of additional governmental rules and regulations; and other factors described from time to time in the Company's filings with the Securities and Exchange Commission, press releases and other communications.

Headquartered in Lebanon, Tennessee, Cracker Barrel Old Country

Store, Inc. currently operates two Carmine's Gourmet Markets located in Florida and 361 Cracker Barrel stores located in Tennessee, Florida, Georgia, Texas, North Carolina, Ohio, Illinois, Indiana, Alabama, Kentucky, Michigan, Virginia, Missouri, South Carolina, Arizona, Louisiana, Mississippi, Pennsylvania, New York, West Virginia, Oklahoma, Kansas, Arkansas, Colorado, Wisconsin, Iowa, Minnesota, New Mexico, Utah, Maryland, Connecticut, Idaho, Montana, Nebraska, and New Jersey.

CRACKER BARREL OLD COUNTRY STORE, INC.  
CONSOLIDATED CONDENSED INCOME STATEMENT (Unaudited)  
(In 000's, except per share amounts)

	Fourth Quarter Ended			Fiscal Year Ended		
	7/31/98	8/1/97	Change	7/31/98	8/1/97	Change
Net sales:						
Restaurant	\$282,257	\$249,334	13%	\$1,004,702	\$ 862,954	16%
Retail	82,938	72,698	14	312,402	260,897	20
Total sales	<u>365,195</u>	<u>322,032</u>	13	<u>1,317,104</u>	<u>1,123,851</u>	17
Cost of goods sold	119,571	108,369	10	450,120	387,703	16
Gross profit	<u>245,624</u>	<u>213,663</u>	15	<u>866,984</u>	<u>736,148</u>	18
Labor & other related expenses	120,392	107,401	12	441,121	378,117	17
Other store operating expenses	53,171	43,150	23	197,098	162,675	21
General and administrative	15,828	13,787	15	63,856	57,798	10
Total expenses	<u>189,391</u>	<u>164,338</u>	15	<u>702,075</u>	<u>598,590</u>	17
Operating income	56,233	49,325	14	164,909	137,558	20
Interest expense	867	1,003	(14)	3,026	2,089	45
Interest income	577	602	(4)	2,847	1,988	43
Pretax income	55,943	48,924	14	164,730	137,457	20
Provision for income taxes	20,560	17,682	16	60,594	50,859	19
Net income	<u>\$ 35,383</u> =====	<u>\$ 31,242</u> =====	13	<u>\$ 104,136</u> =====	<u>\$ 86,598</u> =====	20
Earnings per share:						
Basic	\$ 0.57	\$ 0.51	12	\$ 1.68	\$ 1.42	18
Diluted	\$ 0.56	\$ 0.51	10	\$ 1.65	\$ 1.41	17
Weighted average shares:						
Basic	62,408	61,020	2	61,832	60,824	2
Diluted	63,446	61,817	3	63,028	61,456	3

Ratio Analysis

Net sales:				
Restaurant	77.3%	77.4%	76.3%	76.8%
Retail	22.7	22.6	23.7	23.2
Total sales	<u>100.0</u>	<u>100.0</u>	<u>100.0</u>	<u>100.0</u>
Cost of goods sold	32.7	33.7	34.2	34.5
Gross profit	<u>67.3</u>	<u>66.3</u>	<u>65.8</u>	<u>65.5</u>
Labor & other related expenses	33.0	33.3	33.5	33.7
Other store operating expenses	14.6	13.4	15.0	14.5
General and administrative	4.3	4.3	4.8	5.1
Total expenses	<u>51.9</u>	<u>51.0</u>	<u>53.3</u>	<u>53.3</u>
Operating income	15.4	15.3	12.5	12.2
Interest expense	0.2	0.3	0.2	0.2
Interest income	0.1	0.2	0.2	0.2
Pretax income	<u>15.3</u>	<u>15.2</u>	<u>12.5</u>	<u>12.2</u>

Provision for  
income taxes

5.6

5.5

4.6

4.5

Net income

9.7%

9.7%

7.9%

7.7%

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CONSOLIDATED CONDENSED BALANCE SHEET

(Unaudited)

(In thousands)

	7/31/98	8/1/97
	<u>          </u>	<u>          </u>
Assets		
Cash and cash equivalents	\$ 62,593	\$ 64,933
Other current assets	102,233	84,478
Property and equipment, net	812,321	678,167
Other assets	14,961	1,127
	<u>          </u>	<u>          </u>
Total assets	\$992,108	\$828,705
	=====	=====
Liabilities and Stockholders' Equity		
Current liabilities	\$104,022	\$ 88,757
Long-term debt	59,500	62,000
Other long-term obligations	25,212	17,516
Stockholders' equity	803,374	660,432
	<u>          </u>	<u>          </u>
Total liabilities and stockholders' equity	\$992,108	\$828,705
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CONSOLIDATED CONDENSED CASH FLOW STATEMENT

(Unaudited)

(In thousands)

	Fiscal Year Ended	
	7/31/98	8/1/97
	<u>          </u>	<u>          </u>
Cash flow from operating activities:		
Net income	\$104,136	\$86,598
Depreciation and amortization	43,434	35,735
Loss on disposition of property and equipment	227	135
Net changes in other assets and liabilities	3,001	1,727
	<u>          </u>	<u>          </u>
Net cash provided by operating activities	150,798	124,195
	<u>          </u>	<u>          </u>
Cash flows from investing activities:		
Purchase of property and equipment	(180,599)	(148,649)
Net proceeds from other investing activities	2,921	6,933
	<u>          </u>	<u>          </u>
Net cash used in investing activities	(177,678)	(141,716)
	<u>          </u>	<u>          </u>
Cash flows from financing activities:		
Proceeds from issuance of long-term debt	--	50,000
Proceeds from exercise of stock options	29,593	9,135
Net proceeds used in other financing activities	(5,053)	(5,652)
	<u>          </u>	<u>          </u>
Net cash provided by financing activities	24,540	53,483
	<u>          </u>	<u>          </u>
Net (decrease) increase in cash and cash equivalents	(2,340)	35,962
Cash and cash equivalents, beginning of year	64,933	28,971
	<u>          </u>	<u>          </u>
Cash and cash equivalents, end of period	\$ 62,593	\$ 64,933
	=====	=====

SAME STORE SALES ANALYSIS - SAME 257 STORE AVERAGE

(Unaudited)

(In thousands)

	Fourth Quarter Ended		Fiscal Year Ended	
	7/31/98	8/1/97	7/31/98	8/1/97
	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>
Restaurant	\$ 828.2	\$ 831.1	\$3,102.2	\$3,053.5

Retail	233.7	239.8	942.2	919.2
Restaurant and retail	<u>\$1,061.9</u>	<u>\$1,070.9</u>	<u>\$4,044.4</u>	<u>\$3,972.7</u>
	=====	=====	=====	=====

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