

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (date of earliest event reported): April 25, 2007

CBRL GROUP, INC.

<u>Tennessee</u>	<u>0-25225</u>	<u>62-1749513</u>
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

305 Hartmann Drive, Lebanon, Tennessee 37087

(615) 444-5533

Check the appropriate box if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.04 Triggering Events That Accelerate or Increase a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement

On April 25, 2007, CBRL Group, Inc. notified the trustee of its outstanding Liquid Yield Option Notes due 2032 (Zero Coupon - Senior) (the "Existing Notes") to send to all holders of Existing Notes notice that the Existing Notes will be redeemed on June 4, 2007 (the "Redemption Date"). The trustee has been instructed to send the redemption notice not later than May 4, 2007. As a result of the notice to holders of Existing Notes, the Existing Notes will become due and payable on the Redemption Date. The Company will pay the redemption price of the Existing Notes through a draw on its existing delayed-draw term loan facility and cash on hand.

As of today, there are \$422,030,000 in principal amount at maturity of Existing Notes outstanding and the aggregate redemption price (based upon a price of \$477.41 per \$1,000 in principal amount at maturity) will be approximately \$201,482,436 million, assuming that no holders of Existing Notes either convert their notes into common stock or exchange Existing Notes pursuant to the Company's pending exchange offer. At any time up to two business days prior to the Redemption Date, holders of Existing Notes can convert Existing Notes into the Company's common stock at the rate of 10.8485 shares of common stock per \$1,000 in principal amount at maturity of Existing Notes. Also, at any time prior to 5:00 p.m. on April 30, 2007, holders of Existing Notes can exchange all or a portion of their Existing Notes for an equal amount of a new issue of Zero Coupon Senior Convertible Notes due 2032 plus an exchange fee.

Item 7.01. Regulation FD Disclosure.

On April 25, 2007, the Company issued a press release, which is furnished hereto as Exhibit 99.1 and incorporated by reference as if fully set forth herein, announcing, as described in Item 2.04 above, that it had instructed the trustee of the Existing Notes to notify the holders of Existing Notes that the Existing Notes will be redeemed on June 4, 2007

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press Release dated April 25, 2007 re Existing Note redemption

SIGNATURE

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.

Dated: April 25, 2007

CBRL GROUP, INC.

By: /s/ N.B. Forrest Shoaf
Name: N.B. Forrest Shoaf
Title: Senior Vice President, Secretary
and General Counsel

EXHIBIT INDEX

Exhibit
Number

Description

99.1 Press Release dated April 25, 2007 re Existing Note redemption

CBRL GROUP, INC.

POST OFFICE BOX 787

LEBANON, TENNESSEE

37088-0787

CBRL GROUP, INC.

Investor Contact: Diana S. Wynne
Senior Vice President, Corporate Affairs
(615) 443-9837

Media Contact: Julie K. Davis
Director, Corporate Communications
(615) 443-9266

CBRL GROUP TO REDEEM OUTSTANDING NOTES

LEBANON, Tenn. - April 25, 2007 - CBRL Group, Inc. (the "Company") (Nasdaq: CBRL) announced today that it has directed the trustee of its outstanding Liquid Yield Option Notes due 2032 (Zero Coupon - Senior) (Cusip Nos. 12489VAB2 and 12489VAA4) (the "Existing Notes") to send to all holders of Existing Notes notice that the Existing Notes will be redeemed on or about June 4, 2007 (the "Redemption Date"). The trustee has been instructed to send the redemption notice not later than May 4, 2007.

As of today, there are \$422,030,000 in principal amount at maturity of Existing Notes outstanding and the aggregate redemption price will be approximately \$201 million, assuming that no holders of Existing Notes either convert their notes into common stock or exchange Existing Notes pursuant to the Company's pending exchange offer. At any time up to two business days prior to the Redemption Date, holders of Existing Notes can convert Existing Notes into the Company's common stock at the rate of 10.8584 shares of common stock per \$1,000 in principal amount at maturity of Existing Notes. Also, at any time prior to 5:00 p.m. on April 30, 2007, holders of Existing Notes can exchange all or a portion of their Existing Notes for an equal amount of a new issue of Zero Coupon Senior Convertible Notes due 2032 (Cusip No. 12489VAC0) (the "New Notes") plus an exchange fee (the "Exchange Offer"). The Company will pay the redemption price of the Existing Notes through a draw on its existing delayed-draw term loan facility and cash on hand.

This press release is neither an offer to sell nor a solicitation of an offer to buy any securities. There shall not be any issuance of the New Notes in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the laws of such state.

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Availability of Certain Important Information

A Form T-3 Application for Qualification of Indenture (the "T-3") (File No. 022-28834) covering the New Notes was filed with the Securities and Exchange Commission ("SEC") and has been declared effective. Also, in connection with the Exchange Offer, the Company has filed with the SEC Tender Offer Statements on Schedule TO. The T-3 and the Tender Offer Statements and any documents filed in connection with the Exchange Offer contain important information. The Company recommends that holders of Existing Notes read these documents carefully before deciding whether to participate in the Exchange Offer. Holders of Existing Notes and other interested parties may obtain a free copy of these and other relevant documents at the SEC's website, sec.gov, at the Company's website, cbrlgroup.com, or from CBRL Group, Inc. at 305 Hartmann Drive, P.O. Box 787, Lebanon, Tennessee 37088-0787, Attn: General Counsel. Additional information concerning the terms of the Exchange Offer and copies of the exchange circular and other documents relating to the Exchange Offer may be obtained from the information agent. The information agent is:

Global Bondholder Services Corporation
65 Broadway - Suite 704
New York, NY 10006
Attn: Corporate Actions
Telephone: (212) 430-3774 (Banks and Brokers)
(866) 470-4300

Headquartered in Lebanon, Tennessee, CBRL Group, Inc. presently operates 557 Cracker Barrel Old Country Store[®] restaurants and gift shops located in 41 states.

Cautionary Statement Regarding Forward Looking Information

Certain matters discussed in this news release are not historical facts but are forward-looking statements regarding the Company's intention to redeem the Existing Notes and implement the Exchange Offer and other financing initiatives. The Company's ability to complete the redemption of the Existing Notes and the Exchange Offer and, thereafter, complete the redemption and refinancing, and remaining authorized share repurchases will depend, among other things, on market conditions, and there can be no assurance that the Company will complete these initiatives on the anticipated terms or at all. Risks and uncertainties related to the Company's business are discussed in the Company's SEC filings, including its Annual Report on Form 10-K for the year ended July 28, 2006 and Quarterly Reports on Form 10-Q for the quarters ended October 27, 2006 and January 26, 2007. The Company undertakes no obligation to update forward-looking statements.

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