

CRACKER BARREL OLD COUNTRY STORE, INC  
Form 8-A12B/A  
December 12, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-A/A**

Amendment No. 1

**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)

0-25225  
(Commission  
  
File Number)

62-1749513  
(IRS. Employer  
  
Identification No.)

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

**Lebanon, Tennessee**  
(Address of Principal Executive Offices)

**Registrant's telephone number, including area code: (615) 444-5533**

**37088-0787**  
(Zip Code)

**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 to be so Registered</b>	<b>Name of Each Exchange on Which Each Class is to be Registered</b>
<b>Preferred Stock Purchase Rights</b>	<b>The NASDAQ Stock Market LLC</b>

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

**None**

(Title of Each Class)

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

Item 1 of the Registration Statement on Form 8-A filed by Cracker Barrel Old Country Store, Inc. (the Company) with the Securities and Exchange Commission on September 23, 2011 is incorporated herein by reference and is hereby amended and supplemented as follows:

(a) Add the following paragraph after the first paragraph of Item 1:

On December 11, 2011, the Company entered into Amendment No. 1 (the Amendment) to the Rights Agreement. The effect of the Amendment is to allow certain institutional investors who are eligible to report their beneficial ownership of the Company's common stock on Schedule 13G to acquire up to 20% of the Company's common stock then outstanding without becoming Acquiring Persons under the Rights Agreement.

(b) After the words "10% or more" in the second paragraph of Item 1, add the words "(or in the case of certain passive institutional shareholders, 20% or more)".

(c) After the words "10% or more" in the sixth paragraph of Item 1, add the words "(or in the case of certain passive institutional shareholders, 20% or more)".

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the Amendment, which is filed as Exhibit 4.1 hereto and is incorporated herein by reference.

**Item 2. Exhibits.**

4.1 Amendment No. 1 to Rights Agreement, dated as of December 11, 2011, between the Company and American Stock Transfer & Trust Company, LLC (incorporated by reference from Exhibit 4.1 to the Company's Current Report on Form 8-K filed on December 12, 2011).

**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.

Dated: December 12, 2011

CRACKER BARREL OLD COUNTRY STORE, INC.

By: /s/ LAWRENCE E. HYATT  
Name: Lawrence E. Hyatt  
Title: Senior Vice President and  
Chief Financial Officer

**Exhibit Index**

- 4.1. Amendment No. 1 to Rights Agreement, dated as of December 11, 2011, between the Company and American Stock Transfer & Trust Company, LLC (incorporated by reference from Exhibit 4.1 to the Company's Current Report on Form 8-K filed on December 12, 2011).