

CBRL GROUP INC  
Form DEFA14A  
October 22, 2008

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.

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(Name of Registrant as Specified In Its Charter)

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(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.

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- o 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:

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

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(3) Filing Party:

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(4) Date Filed:

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CBRL GROUP, INC. Shareholder s Meeting to be held on 11/25/08

**\*\* IMPORTANT NOTICE \*\*** Proxy Materials Available Regarding the Availability of Proxy Materials · Notice and Proxy Statement · Annual Report 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. **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](http://www.proxyvote.com) **HOW TO REQUEST A COPY OF MATERIALS** 1) **BY INTERNET** [www.proxyvote.com](http://www.proxyvote.com) 2) **BY TELEPHONE** 1-800-579-1639 3) **BY E-MAIL\*** [sendmaterial@proxyvote.com](mailto: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 B1CBR1 page) in the subject line. See the Reverse Side for Meeting Information and Instructions on How to Vote

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Meeting Information      How To Vote Vote In Person Meeting Type: Annual Meeting Date: 11/25/08  
Should you choose to vote these shares in person at the meeting you must request a legal proxy . To  
request a Meeting Time: 10:00 a.m. CT legal proxy please follow the instructions at For holders as of:  
09/29/08 [www.proxyvote.com](http://www.proxyvote.com) or request a paper copy of the materials. Many shareholder meetings have  
attendance Meeting Location: requirements including, but not limited to, the possession of an attendance  
ticket issued by the entity holding the 305 Hartmann Drive meeting. Please check the meeting materials  
for any special requirements for meeting attendance. Lebanon, TN 37087 Vote By Internet To vote now  
by Internet, go to [WWW.PROXYVOTE.COM](http://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.  
B1CBR2

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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 5. TO APPROVE PROPOSED AMENDMENTS 04) Robert C. Hilton 09) Jimmie D. White TO THE CBRL 2002 OMNIBUS INCENTIVE 05) Charles E. Jones, Jr. 10) Michael A. Woodhouse COMPENSATION PLAN INCREASING, FOR TAX DEDUCTIBILITY PURPOSES, THE CATEGORIES OF PERFORMANCE CRITERIA AND THE ANNUAL CASH 2. TO APPROVE THE SELECTION OF AWARD LIMIT. DELOITTE & TOUCHE LLP AS THE COMPANY S INDEPENDENT REGISTERED 6. TO APPROVE THE PROPOSED PUBLIC ACCOUNTING FIRM FOR FISCAL AMENDMENT TO THE CBRL 2002 YEAR 2009. OMNIBUS INCENTIVE COMPENSATION 3. TO APPROVE THE PROPOSED CHARTER PLAN INCREASING THE NUMBER OF AMENDMENT CHANGING THE COMPANY S SHARES THAT MAY BE AWARDED CORPORATE NAME TO CRACKER BARREL UNDER THE PLAN. OLD COUNTRY STORE, INC. 4. TO APPROVE THE PROPOSED AMENDMENT TO THE CBRL AMENDED AND RESTATED STOCK OPTION PLAN. B1CBR3