

CRACKER BARREL OLD COUNTRY STORE, INC  
Form DEF 14A  
October 22, 2009

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934

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

CRACKER BARREL OLD COUNTRY STORE, INC.  
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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- ☒ No fee required.  
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(1) Amount Previously Paid:

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

(3) Filing Party:

(4) Date Filed:

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Dear Shareholder:

We have enclosed with this letter the proxy statement for our 2009 Annual Meeting of shareholders of Cracker Barrel Old Country Store, Inc. ("Cracker Barrel" or the "Company").

We again are using the SEC's "e-proxy" rules, which allow us to make our proxy statement and related proxy materials available on the Internet. As a result, many of you may already have received a "Notice of Internet Availability of Proxy Materials." That notice described how you can obtain our proxy materials (consisting of this proxy statement, a form of proxy card and our annual report to shareholders for the year ended July 31, 2009). The e-proxy rules provide us the opportunity for cost savings on the printing and distribution of our proxy materials and we hope that, if possible and convenient for you, you will use them. Alternatively, you can receive paper copies of the proxy materials. In either event, we hope that you find the annual report to shareholders interesting and useful in understanding your company.

This year's Annual Meeting will be held on Wednesday, December 2, 2009, at 10:00 a.m. Central Time, at our offices at 305 Hartmann Drive, Lebanon, Tennessee 37087, and you are most welcome to attend.

At this year's meeting, you will have an opportunity to vote on the election of the nine directors named in the accompanying proxy statement, the selection of Deloitte & Touche LLP as Cracker Barrel's independent registered public accounting firm and an amendment to our 2002 Omnibus Incentive Compensation Plan. We will discuss our performance during the past fiscal year. Representatives from Deloitte & Touche LLP also will be available at the meeting, and, following our report, we will try to answer your appropriate questions as well as we can.

Your interest in Cracker Barrel and your vote are very important to us, so please review the proxy statement and our annual report in detail and return your proxy card as soon as possible. We want your vote to be represented at the Annual Meeting. For those of you who plan to visit with us in person at the Annual Meeting, we look forward to seeing you, and please have a safe trip.

Sincerely,

/s/ Michael A. Woodhouse  
Michael A. Woodhouse  
Chairman, President and Chief Executive Officer

October 22, 2009

305 Hartmann Drive  
Lebanon, Tennessee 37087

Notice of Annual Meeting of Shareholders

DATE OF MEETING: Wednesday, December 2, 2009

TIME OF MEETING: 10:00 a.m. Central Time

PLACE OF  
MEETING: 305 Hartmann Drive  
Lebanon, Tennessee 37087

ITEMS OF  
BUSINESS: 1) to elect the nine directors named in the accompanying proxy statement;  
2) to ratify the selection of Deloitte & Touche LLP as our independent registered public  
accounting firm for the 2010 fiscal year;  
3) to consider and approve an amendment to the Cracker Barrel 2002 Omnibus Incentive  
Compensation Plan as described in the accompanying proxy statement; and  
4) to conduct other business properly brought before the meeting.

WHO MAY  
VOTE/  
RECORD  
DATE: You may vote if you were a shareholder of record on October 5, 2009.

DATE OF MAILING: This proxy statement and the form of proxy are first being mailed or provided to shareholders on or about  
October 22, 2009.

By Order of the Board of Directors,

/s/ N.B. Forrest Shoaf  
N.B. Forrest Shoaf  
Secretary

Lebanon, Tennessee  
October 22, 2009

CRACKER BARREL OLD COUNTRY STORE, INC.

305 Hartmann Drive  
Lebanon, Tennessee 37087  
Telephone: (615) 444-5533

PROXY STATEMENT FOR 2009 ANNUAL MEETING OF SHAREHOLDERS

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GENERAL INFORMATION

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What is this document?

This document is the proxy statement of Cracker Barrel Old Country Store, Inc. that is being furnished to shareholders in connection with our Annual Meeting of shareholders to be held on Wednesday, December 2, 2009. A form of proxy card also is being furnished with this document.

We have tried to make this document simple and easy to understand. The Securities and Exchange Commission ("SEC") encourages companies to use "plain English," and we will always try to communicate with you clearly and effectively. We will refer to your company throughout as "we," "us," the "Company" or "Cracker Barrel."

Why am I receiving a proxy statement?

You are receiving this document because you were one of our shareholders on October 5, 2009, the record date for our 2009 Annual Meeting. We are sending this proxy statement and the form of proxy card to you and/or making those documents available to you on the Internet in order to solicit your proxy (i.e., your permission) to vote your shares of Cracker Barrel stock upon certain matters at the Annual Meeting. We are required by law to convene an Annual Meeting of our shareholders at which directors are elected. Because our shares are widely held, it would be impractical, if not impossible, for our shareholders to meet physically in sufficient numbers to hold a meeting. Accordingly, proxies are solicited from our shareholders. United States federal securities laws require us to send you this proxy statement and specify the information contained in it.

What does it mean if I receive more than one proxy statement or proxy card?

If you receive multiple proxy statements or proxy cards, that means that you have more than one account with brokers or our transfer agent. Please vote all of your shares. We also recommend that you contact your broker and our transfer agent to consolidate as many accounts as possible under the same name and address. Our transfer agent is American Stock Transfer & Trust Company ("AST"), which may be contacted at 800-485-1883.

What does it mean if I received a "Notice of Internet Availability of Proxy Materials" from Cracker Barrel?

We are using the SEC's "e-proxy" rules. Accordingly, we are making this proxy statement and related proxy materials available on the Internet in accordance with the SEC's rules that allow companies to furnish proxy materials to shareholders through a "notice and access" model using the Internet. This removes the requirement for public companies to automatically send shareholders a full, hard-copy set of proxy materials and allows them instead to deliver to their shareholders a "Notice of Internet Availability of Proxy Materials" and to provide online access to the documents. We mailed a "Notice of Internet Availability of Proxy Materials" on October 22, 2009 to all beneficial ("street name") shareholders of record on October 5, 2009, who are the shareholders entitled to vote at the Annual Meeting.

What information is available on the Internet?

Our proxy statement, Annual Report on Form 10-K and other financial documents are available free of charge at the SEC's website, [sec.gov](http://sec.gov). Our proxy statement and annual report to shareholders are available at the Investor Relations section of our corporate website, [crackerbarrel.com](http://crackerbarrel.com), and at [proxyvote.com](http://proxyvote.com).

Are you "householding" for shareholders sharing the same address?

Yes. The SEC's rules regarding the delivery of proxy materials to shareholders permit us to deliver a single copy of these documents to an address shared by two or more of our shareholders. This method of delivery is called "householding," and it can significantly reduce our printing and mailing costs. It also reduces the volume of mail you receive. This year, we are delivering only one set of proxy materials to multiple shareholders sharing an address, unless we receive instructions to the contrary from one or more of the shareholders. We will still be required, however, to send you and each other Cracker Barrel shareholder at your address an individual proxy voting card. If you would like to receive more than one set of proxy materials, we will promptly send you additional copies upon written or oral request directed to our transfer agent, AST, at toll free (800) 485-1883, or to our Corporate Secretary at Cracker Barrel Old Country Store, Inc., 305 Hartmann Drive, Lebanon, Tennessee 37087. The same phone number and address may be used to notify us that you wish to receive a separate set of proxy materials in the future, or to request delivery of a single copy of our proxy materials if you are receiving multiple copies.

Is there any other information that is available or that I should be receiving?

Yes. You should receive a copy of our 2009 annual report to shareholders, which contains financial and other information about the Company and our most recently completed fiscal year, which ended July 31, 2009. References in this document to a year (e.g., "2009"), unless the context clearly requires otherwise, mean and will be deemed a reference to our fiscal year that ended on the Friday closest to July 31 of that year.

Who is paying the costs of the proxy statement and the solicitation of my proxy?

Cracker Barrel will pay all expenses of this solicitation, including the cost of preparing and mailing the Notice of Internet Availability of Proxy Materials, this proxy statement, our 2009 annual report to shareholders, our other proxy materials and all costs of any proxy solicitor we employ. We also will reimburse brokers, nominees and fiduciaries for their costs in sending proxies and proxy materials to our shareholders so you can vote your shares.

Who is soliciting my proxy and will anyone be compensated to solicit my proxy?

Our Board of Directors is making this solicitation of proxies on our behalf. In addition to solicitation by use of the mails, our directors, officers and employees may solicit proxies in person or by telephone, facsimile or other means of communication. We will not pay our directors, officers or other regular employees any additional compensation for their proxy solicitation efforts; however, we may reimburse them for any out-of-pocket expenses in connection with any solicitation.

We also retain Corporate Communications, Inc., 523 Third Avenue South, Nashville, Tennessee to assist in the management of our investor relations and other shareholder communications issues.

Corporate Communications, Inc. receives a fee of approximately \$2,000 per month, plus reimbursement of out-of-pocket expenses.

We will employ Broadridge Financial Solutions, Inc. to receive and tabulate the proxies. Independent inspectors of election will certify the results.

Who may attend the Annual Meeting?

The Annual Meeting is open to all of our shareholders. To attend the meeting, you will need to register upon arrival. We also may check for your name on our shareholders' list and ask you to produce valid identification. If your shares are held in street name by your broker or bank, you should bring your most recent brokerage account statement or other evidence of your share ownership. If we cannot verify that you own Cracker Barrel shares, it is possible that you may not be admitted to the meeting.

May shareholders ask questions at the Annual Meeting?

Yes. Our officers will respond to shareholder questions at the end of the meeting. In order to give a greater number of shareholders the opportunity to ask questions, we may impose certain procedural requirements, such as limiting repetitive or follow-up questions or requiring questions to be submitted in writing.

What if I have a disability?

If you are disabled and would like to participate in the Annual Meeting, we can provide reasonable assistance. Please send any request for assistance to Cracker Barrel Old Country Store, Inc., 305 Hartmann Drive, Lebanon, Tennessee 37087, Attention: Corporate Secretary, at least two weeks before the meeting.

What is Cracker Barrel Old Country Store, Inc. and where is it located?

We are the parent corporation and owner of the Cracker Barrel Old Country Store restaurant concept. We operate the Cracker Barrel restaurants through a number of related operating companies. Our corporate headquarters are located at 305 Hartmann Drive, Lebanon, Tennessee 37087. Our telephone number is (615) 444-5533.

Where is Cracker Barrel Old Country Store, Inc. common stock traded?

Our common stock is traded and quoted on the Nasdaq Global Select Market ("Nasdaq") under the symbol "CBRL."

How can I find the voting results of the Annual Meeting?

We will include the voting results in our Quarterly Report on Form 10-Q for the quarter ending October 30, 2009, which we expect to file with the SEC in December 2009.



## VOTING MATTERS

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What am I voting on?

You will be voting on the following:

- the election of the nine directors named in this proxy statement;
- the approval of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for 2010; and
- a proposed amendment to our 2002 Omnibus Incentive Compensation Plan as described below.

Who is entitled to vote?

You may vote if you owned shares of our common stock at the close of business on October 5, 2009. As of October 5, 2009, there were 22,771,682 shares of our common stock outstanding.

How many votes must be present to hold the Annual Meeting?

In order to lawfully conduct the Annual Meeting, a majority of our outstanding common shares as of October 5, 2009 must be present at the meeting either in person or by proxy. This is called a quorum. Your shares are counted as present at the meeting if you attend the meeting and vote in person or if you properly return a proxy by one of the methods described below under the question "How do I vote before the meeting?" Abstentions and "broker non-votes" (as explained below under the question "What is a 'broker non-vote'?") also will be counted for purposes of establishing a quorum.

How many votes do I have and can I cumulate my votes?

You have one vote for every share of our common stock that you own. Cumulative voting is not allowed.

May I vote my shares in person at the Annual Meeting?

Yes. You may vote your shares at the meeting if you attend in person, even if you previously submitted a proxy card or voted by Internet or telephone. Whether or not you plan to attend the meeting, however, in order to assist us in tabulating votes at the Annual Meeting, we encourage you to vote by returning your proxy card or by using the telephone or Internet.

How do I vote before the meeting?

Before the meeting, you may vote your shares in one of the following three ways:

- by completing, signing and returning the enclosed proxy card in the postage-paid envelope;
- by using the telephone (within the United States and Canada) by calling 1-800-690-6903; or

- by using the Internet by visiting the following website: [proxyvote.com](http://proxyvote.com).

Please use only one of the three ways to vote. Please follow the directions on your proxy card carefully. If you hold shares in the name of a broker, your ability to vote those shares by Internet or telephone depends on the voting procedures used by your broker, as explained below under the question “How do I vote if my broker holds my shares in ‘street name’?” The Tennessee Business Corporation Act provides that a shareholder may appoint a proxy by electronic transmission, so we believe that the Internet or telephone voting procedures available to shareholders are valid and consistent with the requirements of applicable law.

How do I vote if my broker holds my shares in “street name”?

If your shares are held in a brokerage account in the name of your bank or broker (this is called “street name”), those shares are not included in the total number of shares listed as owned by you on the enclosed proxy card. Instead, your bank or broker will send you a request for directions for voting those shares. Many (but not all) brokerage firms and banks participate in a program provided through Broadridge Financial Solutions, Inc. (formerly ADP) that offers Internet and telephone voting options.

What is a “broker non-vote”?

If you own shares through a broker in street name, you may instruct your broker how to vote your shares. A “broker non-vote” occurs when you fail to provide your broker with voting instructions at least ten days before the Annual Meeting and the broker does not have the discretionary authority to vote your shares on a particular proposal because the proposal is not a “routine” matter under applicable rules. See “How will abstentions and broker non-votes be treated?” and “Will my shares held in street name be voted if I do not provide my proxy?”

How will abstentions and broker non-votes be treated?

Abstentions and broker non-votes will be treated as shares that are present and entitled to vote for purposes of determining whether a quorum is present, but will not be counted as votes cast either in favor of or against a particular proposal.

Will my shares held in street name be voted if I do not provide my proxy?

If your shares are held in street name, your shares might be voted even if you do not provide the brokerage firm with voting instructions. On certain “routine” matters, brokerage firms have the discretionary authority to vote shares for which their customers do not provide voting instructions. The election of directors and the proposal to ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm currently are considered routine matters for this purpose, assuming that no shareholder contest arises as to either of these matters. The proposal to amend our 2002 Omnibus Incentive Compensation Plan is not considered a routine matter and, therefore, your shares will not be voted on this matter unless you instruct your brokerage firm to vote in a timely manner.

How will my proxy be voted?

The individuals named on the proxy card will vote your proxy in the manner you indicate on the proxy card.

What if I return my proxy card or vote by Internet or telephone but do not specify my vote?

If you sign and return your proxy card or complete the Internet or telephone voting procedures but do not specify how you want to vote your shares, we will vote them:

- FOR the election of each of the nine nominees named in this proxy statement;
- FOR approval of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for our 2010 fiscal year; and
- FOR the amendment to our 2002 Omnibus Incentive Compensation Plan.

Can I change my mind and revoke my proxy?

Yes. To revoke a proxy given pursuant to this solicitation, you must:

- sign another proxy with a later date and return it to our Corporate Secretary at Cracker Barrel Old Country Store, Inc., 305 Hartmann Drive, Lebanon, Tennessee 37087 at or before the Annual Meeting;
- provide our Corporate Secretary with a written notice of revocation dated later than the date of the proxy at or before the Annual Meeting;
- re-vote by using the telephone and calling 1-800-690-6903;
- re-vote by using the Internet and visiting the following website: [proxyvote.com](http://proxyvote.com); or
- attend the Annual Meeting and vote in person. Note that attendance at the Annual Meeting will not revoke a proxy if you do not actually vote at the Annual Meeting.

Will my vote be confidential?

Yes. We will continue our practice of keeping the votes of all shareholders confidential. Shareholder votes will not be disclosed to our directors, officers, employees or agents, except:

- to allow the independent inspectors of election to certify the results;
- as necessary to meet applicable legal requirements and to assert or defend claims for or against us;
- in the case of a contested proxy solicitation; or
- when a shareholder makes a written comment on the proxy card or otherwise communicates the vote to management.

What vote is required to approve each proposal?

- Proposal 1: Elect nine directors.

The nine nominees receiving the highest number of “FOR” votes will be elected as directors. This number is called a plurality. Failing to vote or voting your proxy to withhold authority for all or some of the nominees will have no impact on the election of directors.

- Proposal 2: Ratify appointment of Deloitte & Touche LLP as our independent registered public accounting firm for fiscal 2010.

Shareholder approval for the appointment of our independent registered public accounting firm is not required, but the Board is submitting the selection of Deloitte & Touche LLP for ratification in order to obtain the views of our shareholders. Under Tennessee law, this proposal will be approved if the votes cast “FOR” the proposal exceed the votes cast “AGAINST” the proposal. If you submit a properly executed proxy card or use the Internet or telephone to indicate “ABSTAIN” on this proposal, your vote will not be counted as cast. Broker non-votes likewise will not be treated as cast. Accordingly, neither abstentions nor broker non-votes will have any legal effect on whether this matter is approved. If the appointment of Deloitte & Touche LLP is not ratified, the Audit Committee will reconsider its selection.

- Proposal 3: Approve the amendment to the Cracker Barrel 2002 Omnibus Incentive Compensation Plan.

We believe the proposed amendment is not material and, therefore, shareholder approval of the proposed amendment is not legally required. Nevertheless, we are submitting the proposed amendment to a vote of shareholders as a matter of good corporate governance. Under Tennessee law, this proposal will be approved if the votes cast “FOR” the proposal exceed the votes cast “AGAINST” the proposal. If you submit a properly executed proxy card or use the Internet or telephone to indicate “ABSTAIN” on this proposal, your vote will not be counted as cast. Broker non-votes likewise will not be treated as cast. Accordingly, neither abstentions nor broker non-votes will have any legal effect on whether this matter is approved.

How do you recommend that I vote on these items?

The Board of Directors recommends that you vote:

- FOR the election of each of the nine director nominees named in this proxy statement;
- FOR approval of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for our 2010 fiscal year; and