

SECURITIES AND EXCHANGE COMMISSION

FORM UPLOAD

SEC-originated letters to filers

Filing Date: **2024-03-06**
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FILED FOR

CRACKER BARREL OLD COUNTRY STORE, INC

CIK: [1067294](#) | IRS No.: **620812904** | Fiscal Year End: **0802**

Type: **UPLOAD** | File No.: **001-25225**

SIC: **5812** Eating places

Mailing Address

PO BOX 787

LEBANON TN 37087

Business Address

PO BOX 787

LEBANON TN 370880787

6154439217

United States securities and exchange commission logo

March 6, 2024

Craig Pommells
Chief Financial Officer
Cracker Barrel Old Country Store, Inc.
305 Hartmann Drive
Lebanon, TN 37087-4779

Country Store, Inc.

Fiscal Year Ended July 28, 2023

February 27, 2024

Re: Cracker Barrel Old
Form 10-K for the
Form 8-K Filed
File No. 001-25225

Dear Craig Pommells:

filing and have the following comment(s).

We have reviewed your

Please respond to this letter within ten business days by providing the requested information or advise us as soon as possible when you will respond. If you do not believe a comment applies to your facts and circumstances, please tell us why in your response.

After reviewing your response to this letter, we may have additional comments.

Form 8-K Filed February 27, 2024

Exhibit 99.1 - Press Release issued by Cracker Barrel Old Country Store, Inc. dated February 27, 2024

Adjusted Operating Income and Earnings Per Share, page 8

1. The format of your reconciliation appears to constitute a non-GAAP income statement. Please modify your presentation in future filings or tell us why your current presentation is consistent with Question 102.10 of the Non-GAAP Financial Measures Compliance and

Disclosure

Interpretations. In your response, please provide us with a sample of your proposed disclosure.

2. We note your adjustment for the non-cash amortization of the asset recognized from the gains on your sale and leaseback transactions has the effect of reversing some of the accounting effects for these transactions. Please tell us whether you consider this adjustment an individually tailored accounting principle, and if so please modify your future disclosure accordingly. Refer to Question 100.04 of the Non-GAAP Financial Measures Compliance and

Disclosure Interpretations.

Craig Pommells
Cracker Barrel Old Country Store, Inc.
March 6, 2024
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3. Please tell us the basis for your adjustments for CEO transition expenses, strategic transformation initiative expenses, corporate restructuring charges and employee benefits policy change. In your response, please elaborate upon the nature of these expenses.

We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact James Giugliano at 202-551-3319 or Joel Parker at 202-551-3651 if you have questions regarding comments on the financial statements and related matters.

FirstName LastNameCraig Pommells
Comapany NameCracker Barrel Old Country Store, Inc.

Corporation Finance
March 6, 2024 Page 2
Services
FirstName LastName

Sincerely,

Division of

Office of Trade &