

CBRL GROUP INC
Form DEFA14A
November 02, 2007

**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

CBRL Group, Inc.

(Name of Registrant as Specified In Its Charter)

(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)(1) 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.

☐ 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:

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

(3) Filing Party:

(4) Date Filed:

[CBRL Group, Inc. Logo]

Dear Shareholder:

We recently provided you with our proxy statement sent in connection with our 2007 Annual Meeting of Shareholders, presently scheduled for November 29, 2007.

Following distribution of our proxy statement, one of our directors, Eric Vonk, pursuant to our Corporate Governance Guidelines, offered his resignation as a member of the CBRL Group, Inc. Board of Directors as a result of his retirement as CEO of Gevity, Inc. Our Board met and determined to accept Mr. Vonk's resignation, and he will not stand for re-election as a member of the Board at the upcoming Annual Meeting.

Owing to Mr. Vonk's resignation, our Board of Directors reduced the size of the Board from 11 to 10 members. We have done this so that a vacancy does not exist currently and one will not exist at the upcoming Annual Meeting.

At the Annual Meeting, you now will vote on and elect 10 rather than 11 directors. All of the information on those nominees is contained in our proxy materials, dated October 19, 2007, that already have been sent to you. This letter is meant to supplement those materials.

We appreciate your continuing support and look forward to seeing many of you at the Annual Meeting.

Sincerely,

/s/ Michael A. Woodhouse

Michael A. Woodhouse

Chairman, President and Chief Executive Officer

November 2, 2007