

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13D  
(RULE 13D - 101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO 13d-1(a) AND AMENDMENTS THERETO  
FILED PURSUANT TO 13d-2(a)

(Amendment No. )\*

Cabela's Incorporated  
(Name of Issuer)

Common stock, \$0.01 par value  
(Title of Class of Securities)

126804 30 1  
(CUSIP Number)

Stephen M. Schultz, Esq.  
Kleinberg, Kaplan, Wolff & Cohen, P.C.  
551 Fifth Avenue, New York, New York 10176  
(212) 986-6000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

October 22, 2015  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [  ].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Elliott Associates, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7. SOLE VOTING POWER

1,962,321

8. SHARED VOTING POWER

0

9. SOLE DISPOSITIVE POWER

1,962,321

10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,962,321

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)  
EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.8%

14. TYPE OF REPORTING PERSON

PN

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1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Elliott International, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands, British West Indies

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

2,202,679

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

2,202,679

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,202,679

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)  
EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.2%

14. TYPE OF REPORTING PERSON

PN

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1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Elliott International Capital Advisors Inc.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

2,202,679

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

2,202,679

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,202,679

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)  
EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.2%

14. TYPE OF REPORTING PERSON

CO

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**Item 1. Security and Issuer.**

This statement relates to the shares of Common stock, \$0.01 par value (the “Common Stock”), of Cabela's Incorporated (the “Issuer”). The Issuer’s principal executive office is located at One Cabela Drive, Sidney, Nebraska 69160.

**Item 2. Identity and Background.**

(a)-(c) This statement is being filed by Elliott Associates, L.P., a Delaware limited partnership, and its wholly-owned subsidiaries (collectively, “Elliott” or “we”), Elliott International, L.P., a Cayman Islands limited partnership (“Elliott International”), and Elliott International Capital Advisors Inc., a Delaware corporation (“EICA” and collectively with Elliott and Elliott International, the “Reporting Persons”). Paul E. Singer (“Singer”), Elliott Capital Advisors, L.P., a Delaware limited partnership (“Capital Advisors”), which is controlled by Singer, and Elliott Special GP, LLC, a Delaware limited liability company (“Special GP”), which is controlled by Singer, are the general partners of Elliott. Hambledon, Inc., a Cayman Islands corporation (“Hambledon”), which is also controlled by Singer, is the sole general partner of Elliott International. EICA is the investment manager for Elliott International. EICA expressly disclaims equitable ownership of and pecuniary interest in any shares of Common Stock.

**ELLIOTT**

The business address of Elliott is 40 West 57th Street, New York, New York 10019.

The principal business of Elliott is to purchase, sell, trade and invest in securities.

**SINGER**

Singer's business address is 40 West 57th Street, New York, New York 10019.

Singer’s principal business is to serve as a general partner of Elliott and Capital Advisors, as the president of EICA, and as a managing member of Special GP.

**CAPITAL ADVISORS**

The business address of Capital Advisors is 40 West 57th Street, New York, New York 10019.

The principal business of Capital Advisors is the furnishing of investment advisory services. Capital Advisors also serves as a managing member of Special GP.

The names, business addresses, and present principal occupation or employment of the general partners of Capital Advisors are as follows:

<b>NAME</b>	<b>ADDRESS</b>	<b>OCCUPATION</b>
Paul E. Singer	40 West 57 <sup>th</sup> St. New York, New York 10019	General partner of Elliott and Capital Advisors; President of EICA; and a managing member of Special GP
Braxton Associates, Inc.	40 West 57 <sup>th</sup> St. New York, New York 10019	The principal business of Braxton Associates, Inc. is serving as general partner of Capital Advisors
Elliott Asset Management LLC	40 West 57 <sup>th</sup> St. New York, New York 10019	General Partner of Capital Advisors

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The name, business address, and present principal occupation or employment of the sole director and executive officer of Braxton Associates, Inc. are as follows:

<b>NAME</b>	<b>ADDRESS</b>	<b>OCCUPATION</b>
Paul E. Singer	40 West 57 <sup>th</sup> St. New York, New York 10019	General partner of Elliott and Capital Advisors and President of EICA

#### **ELLIOTT SPECIAL GP, LLC**

The business address of Special GP is 40 West 57<sup>th</sup> Street, New York, New York 10019.

The principal business of Special GP is serving as a general partner of Elliott.

The names, business address, and present principal occupation or employment of the managing members of Special GP are as follows:

<b>NAME</b>	<b>ADDRESS</b>	<b>OCCUPATION</b>
Paul E. Singer	40 West 57 <sup>th</sup> St. New York, New York 10019	General partner of Elliott and Capital Advisors; President of EICA; and a managing member of Special GP
Braxton Associates, Inc.	40 West 57 <sup>th</sup> St. New York, New York 10019	The principal business of Braxton Associates, Inc. is serving as general partner of Capital Advisors
Elliott Asset Management LLC	40 West 57 <sup>th</sup> St. New York, New York 10019	General Partner of Capital Advisors

#### **ELLIOTT INTERNATIONAL**

The business address of Elliott International is c/o Maples & Calder, P.O. Box 309, Ugland House, South Church Street, George Town, Cayman Islands, British West Indies.

The principal business of Elliott International is to purchase, sell, trade and invest in securities.

The name, business address, and present principal occupation or employment of the general partner of Elliott International is as follows:

<b>NAME</b>	<b>ADDRESS</b>	<b>OCCUPATION</b>
Hambledon, Inc.	c/o Maples & Calder P.O. Box 309 Ugland House South Church Street George Town, Cayman Islands British West Indies	General partner of Elliott International

#### **HAMBLEDON**

The name, business address, and present principal occupation or employment of the sole director and executive officer of Hambledon are as follows:

<b>NAME</b>	<b>ADDRESS</b>	<b>OCCUPATION</b>
Paul E. Singer	40 West 57 <sup>th</sup> St. New York, New York 10019	General partner of Elliott and Capital Advisors and President of EICA; and a managing member of Special GP

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No Reporting Person has any present plan or proposal which would relate to or result in any of the matters set forth in subparagraphs (a) - (j) of Item 4 of Schedule 13D except as set forth herein or such as would occur upon or in connection with completion of, or following, any of the actions discussed herein. Although the Reporting Persons had no plans or proposals at the time of their various purchases and (except as disclosed herein) do not have plans or proposals at present, the Reporting Persons intend to review their investment in the Issuer on a continuing basis and may from time to time in the future express their views to and/or meet with management, the Board of Directors of the Issuer or third parties. The Reporting Persons may in the future formulate plans or proposals regarding the Issuer's business, strategies, assets, corporate governance, Board of Directors composition, and other matters related to the Issuer. The Reporting Persons may take positions or make proposals with respect to the foregoing, as a means of enhancing shareholder value, and may change their intention with respect to any and all matters referred to in Item 4. Such proposals or positions may include one or more plans that relate to or would result in any of the actions required to be reported herein. The Reporting Persons intend to comply with any applicable regulatory requirements with respect to the foregoing.

**ITEM 5. Interest in Securities of the Issuer.**

(a) **As of the close of business on October 27, 2015, Elliott, Elliott International and EICA collectively have combined economic exposure in the Issuer of approximately 11.1% of the shares of Common Stock outstanding.**

The aggregate percentage of Common Stock reported owned by each person named herein is based upon 69,318,795 shares of Common Stock outstanding as of October 19, 2015, which is the total number of shares of Common Stock outstanding as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on October 22, 2015.

As of the close of business on October 27, 2015, Elliott beneficially owned 1,962,321 shares of Common Stock, constituting approximately 2.8% of the shares of Common Stock outstanding.

As of the close of business on October 27, 2015, Elliott International beneficially owned 2,202,679 shares of Common Stock, constituting approximately 3.2% of the shares of Common Stock outstanding. EICA, as the investment manager of Elliott International may be deemed to beneficially own the 2,202,679 shares of Common Stock beneficially owned by Elliott International, constituting approximately 3.2% of the shares of Common Stock outstanding.

Collectively, Elliott, Elliott International and EICA beneficially own 4,165,000 shares of Common Stock, constituting approximately 6.0% of the shares of Common Stock outstanding.

Collectively, Elliott, Elliott International and EICA have economic exposure comparable to approximately 5.1% of the shares of Common Stock outstanding pursuant to Derivative Agreements, as disclosed in Item 6. The Derivative Agreements provide Elliott and Elliott International with economic results that are comparable to the economic results of ownership but do not provide them with the power to vote or direct the voting or dispose of or direct the disposition of the shares that are referenced in the Derivative Agreements. Hence, the collective voting power of Elliott, Elliott International, and EICA totals approximately 6.0% of the shares of Common Stock outstanding.

(b) Elliott has the power to vote or direct the vote of, and to dispose or direct the disposition of, the shares of Common Stock owned directly by it.

Elliott International has the shared power with EICA to vote or direct the vote of, and to dispose or direct the disposition of, the shares of Common Stock owned directly by Elliott International. Information regarding each of Elliott International and EICA is set forth in Item 2 of this Schedule 13D and is expressly incorporated by reference herein.

(c) The transactions effected by the Reporting Persons during the past 60 days are set forth on Schedule 1 attached hereto.

(d) No person other than Elliott has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of Common Stock beneficially owned by Elliott.

No person other than Elliott International and EICA has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of Common Stock beneficially owned by Elliott International and EICA.

(e) Not applicable.

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**Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.**

Elliott, through The Liverpool Limited Partnership, a Bermuda limited partnership and a wholly-owned subsidiary of Elliott (“Liverpool”), and Elliott International have entered into notional principal amount derivative agreements (the “Derivative Agreements”) in the form of cash settled swaps with respect to 648,880 and 2,866,120 shares of Common Stock of the Issuer, respectively (representing economic exposure comparable to approximately 0.9% and 4.1% of the shares of Common Stock of the Issuer, respectively). Collectively, the Derivative Agreements held by the Reporting Persons represent economic exposure comparable to an interest in approximately 5.1% of the shares of Common Stock. The Derivative Agreements provide Elliott and Elliott International with economic results that are comparable to the economic results of ownership. The Derivative Agreements are not shares of Common Stock and do not provide the Reporting Persons with the power to vote or direct the voting or dispose of or direct the disposition of the shares that are referenced in the Derivative Agreements (such shares, the “Subject Shares”). The Reporting Persons disclaim beneficial ownership in the Subject Shares. The counterparties to the Derivative Agreements are unaffiliated third party financial institutions.

On October 28, 2015, Elliott, Elliott International and EICA entered into a Joint Filing Agreement (the “Joint Filing Agreement”) in which the parties agreed to the joint filing on behalf of each of them of statements on Schedule 13D with respect to the securities of the Issuer to the extent required by applicable law. The Joint Filing Agreement is attached as an exhibit hereto and is incorporated herein by reference.

Except as described above in this Item 6, none of the Reporting Persons has any contracts, arrangements, understandings or relationships with respect to the securities of the Issuer.

**Item 7. Material to be Filed as Exhibits.**

Exhibit 99.1 – Joint Filing Agreement.

Schedule 1 – Transactions of the Reporting Persons Effected During the Past 60 Days

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**SIGNATURES**

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information with respect to it set forth in this statement is true, complete, and correct.

Dated: October 28, 2015

ELLIOTT ASSOCIATES, L.P.

By: Elliott Capital Advisors, L.P., as General Partner

By: Braxton Associates, Inc., as General Partner

By: /s/ Elliot Greenberg  
Elliot Greenberg,  
Vice President

ELLIOTT INTERNATIONAL, L.P.

By: Elliott International Capital Advisors Inc.,

as Attorney-in-Fact

By: /s/ Elliot Greenberg  
Elliot Greenberg,  
Vice President

ELLIOTT INTERNATIONAL CAPITAL ADVISORS INC.

By: /s/ Elliot Greenberg  
Elliot Greenberg,  
Vice President

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**JOINT FILING AGREEMENT**

The undersigned hereby agree that the statement on Schedule 13D with respect to the Common stock, \$0.01 par value, of Cabela's Incorporated dated as of the date hereof is, and any further amendments thereto signed by each of the undersigned shall be, filed on behalf of each of the undersigned pursuant to and in accordance with the provisions of Rule 13d-1(f) under the Securities Exchange Act of 1934, as amended.

Dated: October 28, 2015

ELLIOTT ASSOCIATES, L.P.

By: Elliott Capital Advisors, L.P., as General Partner

By: Braxton Associates, Inc., as General Partner

By: /s/ Elliot Greenberg  
Elliot Greenberg,  
Vice President

ELLIOTT INTERNATIONAL, L.P.

By: Elliott International Capital Advisors Inc.,

as Attorney-in-Fact

By: /s/ Elliot Greenberg  
Elliot Greenberg,  
Vice President

ELLIOTT INTERNATIONAL CAPITAL ADVISORS INC.

By: /s/ Elliot Greenberg  
Elliot Greenberg,  
Vice President

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## SCHEDULE 1

### Transactions of the Reporting Persons Effected During the Past 60 Days

The following transactions were effected by Elliott Associates, L.P. in the Common Stock during the past 60 days:

Date	Security	Amount of Shs. Bought / (Sold)	Approx. price (\$) per Share
10/23/15	Common Stock	51,000	35.1448
10/14/15	Common Stock	34,000	42.4929
10/13/15	Common Stock	34,000	44.6301
10/12/15	Common Stock	(275)	44.8300
10/12/15	Common Stock	6,942	44.9928
10/12/15	Common Stock	275	44.8174
10/12/15	Common Stock	25,500	44.9786
10/09/15	Common Stock	34,000	45.7711
10/08/15	Common Stock	20,400	46.5275
10/07/15	Common Stock	34,000	46.2791
10/06/15	Common Stock	17,000	44.8180
10/05/15	Common Stock	17,000	45.0456
09/23/15	Common Stock	(2,244)	48.0519
09/23/15	Common Stock	2,244	47.9900
08/27/15	Common Stock	2,187	43.3170
08/27/15	Common Stock	(2,187)	43.7260

All of the above transactions were effected on the open market.

The following transactions were effected by Elliott Associates, L.P. (through Liverpool) in the Common Stock during the past 60 days:

Date	Security	Amount of Shs. Bought	Approx. price (\$) per Share
10/27/15	Common Stock	700,000	33.3899
10/27/15	Common Stock	100,268	33.3367
10/27/15	Common Stock	27,340	33.4698
10/26/15	Common Stock	85,000	33.8368
10/23/15	Common Stock	17,000	34.4323
10/23/15	Common Stock	68,000	34.8258
10/23/15	Common Stock	68,000	33.7094
10/23/15	Common Stock	34,000	34.9798
10/23/15	Common Stock	51,000	35.1448
10/22/15	Common Stock	85,000	35.5957
10/22/15	Common Stock	155,578	36.4276
10/22/15	Common Stock	42,837	35.2498
10/22/15	Common Stock	3,400	37.4864
10/22/15	Common Stock	255,000	34.8000
10/22/15	Common Stock	476	35.5000
10/21/15	Common Stock	6,800	41.6043
10/20/15	Common Stock	3,225	41.9875
10/19/15	Common Stock	11,055	43.1296
10/16/15	Common Stock	17,000	43.7373
10/15/15	Common Stock	8,500	43.2489

All of the above transactions were effected on the open market.

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The following transactions were effected by Elliott International, L.P. in the Common Stock during the past 60 days:

Date	Security	Amount of Shs. Bought / (Sold)	Approx. price (\$) per Share
10/26/15	Common Stock	165,000	33.8368
10/23/15	Common Stock	132,000	33.7094
10/23/15	Common Stock	33,000	34.4323
10/23/15	Common Stock	99,000	35.1448
10/23/15	Common Stock	66,000	34.9798
10/23/15	Common Stock	132,000	34.8258
10/22/15	Common Stock	302,005	36.4276
10/22/15	Common Stock	495,000	34.8000
10/22/15	Common Stock	924	35.5000
10/22/15	Common Stock	6,600	37.4864
10/22/15	Common Stock	165,000	35.5957
10/22/15	Common Stock	83,155	35.2498
10/21/15	Common Stock	13,200	41.6043
10/20/15	Common Stock	6,260	41.9875
10/19/15	Common Stock	21,460	43.1296
10/16/15	Common Stock	33,000	43.7373
10/15/15	Common Stock	16,500	43.2489
10/14/15	Common Stock	66,000	42.4929
10/13/15	Common Stock	66,000	44.6301
10/12/15	Common Stock	535	44.8174
10/12/15	Common Stock	49,500	44.9786
10/12/15	Common Stock	13,475	44.9928
10/12/15	Common Stock	(535)	44.8300
10/09/15	Common Stock	66,000	45.7711
10/08/15	Common Stock	39,600	46.5275
10/07/15	Common Stock	66,000	46.2791
10/06/15	Common Stock	33,000	44.8180
10/05/15	Common Stock	33,000	45.0456
09/23/15	Common Stock	(4,355)	48.0519
09/23/15	Common Stock	4,355	47.9900
08/27/15	Common Stock	(4,246)	43.7260
08/27/15	Common Stock	4,246	43.3170

All of the above transactions were effected on the open market.