

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>CARROLS CORP</u>  (Last) (First) (Middle) <u>968 JAMES STREET</u>  (Street) <u>SYRACUSE NY 13203</u>  (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>Fiesta Restaurant Group, Inc. [ FRGI ]</u>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)	
			3. Date of Earliest Transaction (Month/Day/Year) <u>04/26/2012</u>			
			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 per share	04/26/2012		j <sup>(1)</sup>		23,161,822	D	\$0	0	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
							Date Exercisable	Expiration Date					
					Code	V			Title	Amount or Number of Shares			

1. Name and Address of Reporting Person* <u>CARROLS CORP</u>  (Last) (First) (Middle) <u>968 JAMES STREET</u>  (Street) <u>SYRACUSE NY 13203</u>  (City) (State) (Zip)		
1. Name and Address of Reporting Person* <u>CARROLS RESTAURANT GROUP, INC.</u>  (Last) (First) (Middle) <u>968 JAMES STREET</u>  (Street) <u>SYRACUSE NY 13203</u>  (City) (State) (Zip)		

Explanation of Responses:

1. In connection with the spin-off of Fiesta Restaurant Group, Inc. by Carrols Restaurant Group, Inc., on the distribution date, May 7, 2012, all of the shares of common stock of Fiesta Restaurant Group, Inc., which are currently held by Carrols Corporation, will first be distributed by Carrols Corporation to Carrols Restaurant Group, Inc. and will then immediately be distributed by Carrols Restaurant Group, Inc. in the form of a pro rata stock dividend to the stockholders of Carrols Restaurant Group, Inc. of record on April 26, 2012.

/s/ Joseph A. Zirkman, Vice  
President, General Counsel and 04/26/2012  
Secretary.

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

**\*\*** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**

Joint Filer Information

Name: Carrols Restaurant Group, Inc.

Address: 968 James Street  
Syracuse, New York 13203

Designated Filer: Carrols Corporation

Issuer & Ticker Symbol: Fiesta Restaurant Group, Inc. (FRGI)

Date of Event Requiring Statement: 04/26/2012

The undersigned Carrols Restaurant Group, Inc. is jointly filing the attached Statement of Changes in Beneficial Ownership of Securities on Form 4 with Carrols Corporation with respect to the beneficial ownership of Fiesta Restaurant Group, Inc.

Signature: Carrols Restaurant Group, Inc.

By: /s/ Joseph A. Zirkman

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Name: Joseph A. Zirkman

Title: Vice President, General Counsel and Secretary