

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>Cross Richard G</u> <hr/> (Last) (First) (Middle) C/O CARROLS RESTAURANT GROUP, INC. 968 JAMES STREET <hr/> (Street) SYRACUSE NY 13203 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CARROLS RESTAURANT GROUP, INC. [ TAST ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) X VP, Real Estate
	3. Date of Earliest Transaction (Month/Day/Year) 08/07/2019	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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, \$0.01 par value	08/07/2019		S		501	D <sup>(1)</sup>	\$8.66 <sup>(1)</sup>	185,698	D	
Common Stock, \$0.01 par value	08/07/2019		S		300	D <sup>(1)</sup>	\$8.65 <sup>(1)</sup>	185,398	D	
Common Stock, \$0.01 par value	08/07/2019		S		600	D <sup>(1)</sup>	\$8.64 <sup>(1)</sup>	184,798	D	
Common Stock, \$0.01 par value	08/07/2019		S		47	D <sup>(1)</sup>	\$8.641 <sup>(1)</sup>	184,751	D	
Common Stock, \$0.01 par value	08/07/2019		S		1,500	D <sup>(1)</sup>	\$8.63 <sup>(1)</sup>	183,251	D	
Common Stock, \$0.01 par value	08/07/2019		S		2,600	D <sup>(1)</sup>	\$8.631 <sup>(1)</sup>	180,651	D	
Common Stock, \$0.01 par value	08/07/2019		S		6,952	D <sup>(1)</sup>	\$8.62 <sup>(1)</sup>	173,699	D	
Common Stock, \$0.01 par value	08/07/2019		S		2,100	D <sup>(1)</sup>	\$8.621 <sup>(1)</sup>	171,599	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)
				Code	V		(A)	(D)					

**Explanation of Responses:**

1. Pledged shares sold by Morgan Stanley as creditor of Richard G. Cross

**Remarks:**

/s/ Richard Cross 08/09/2019

\*\* 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.

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