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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) April 16, 2014

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**Carrols Restaurant Group, Inc.**

(Exact name of registrant as specified in its charter)



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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**001-33174**  
(Commission  
File Number)

**16-1287774**  
(I.R.S. Employer  
Identification No.)

**968 James Street**  
**Syracuse, New York**  
(Address of principal executive office)

**13203**  
(Zip Code)

**Registrant's telephone number, including area code (315) 424-0513**

**N/A**  
(Former name or former address, if changed since last report.)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act
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## **ITEM 8.01. OTHER EVENTS.**

On April 16, 2014, Carrols Restaurant Group, Inc. issued a press release, the entire text of which is attached as Exhibit 99.1 and is incorporated by reference herein.

## **Item 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

(d) Exhibits

99.1 Carrols Restaurant Group, Inc. Press Release, dated April 16, 2014

## Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CARROLS RESTAURANT GROUP, INC.

Date: April 16, 2014

By: /s/ William E. Myers

Name: William E. Myers

Title: Vice President, General Counsel and Secretary

**FOR IMMEDIATE RELEASE**

Investor Relations:  
800-348-1074, ext. 3333  
investorrelations@carrols.com

**Carrols Restaurant Group, Inc. Announces Commencement of Public Offering of Common Stock**

**Syracuse, NY - (Business Wire) - April 16, 2014** - Carrols Restaurant Group, Inc. ("Carrols" or the "Company") (NASDAQ: TAST), the largest Burger King® franchisee in the world, today announced the launch of a public offering of up to \$60 million of its common stock (the "Public Offering"). All of the shares will be offered by the Company. The underwriters have also been granted a 30-day option by the Company to purchase up to an additional 15 percent of the shares of common stock to be offered in the Public Offering.

The Company intends to use the net proceeds of the Public Offering to accelerate the remodeling of the Company's restaurants to Burger King Corporation's 20/20 restaurant image, to acquire additional franchised Burger King restaurants, and, to a lesser extent, develop new restaurants and for other general corporate purposes.

Raymond James & Associates, Inc. and Stephens Inc. are serving as joint book-running managers for the Public Offering.

A shelf registration statement (including a prospectus) relating to these securities was filed by the Company with the Securities and Exchange Commission ("SEC") and declared effective by the SEC on April 9, 2014. A copy of the preliminary prospectus supplement and accompanying prospectus relating to the Public Offering may be obtained by contacting Raymond James & Associates, Inc., Attention: Equity Syndicate, 880 Carillon Parkway, St. Petersburg, Florida 33716, by email to [prospectus@raymondjames.com](mailto:prospectus@raymondjames.com) or by telephone at (800) 248-8863; or by contacting Stephens Inc., 111 Center Street, Little Rock, Arkansas 72201, by e-mail to [prospectus@stephens.com](mailto:prospectus@stephens.com), or by telephone at (501) 377-2131. Before you invest, you should read these documents and other documents filed by the Company with the SEC for more complete information. You may obtain these documents free of charge by visiting the SEC's website at [www.sec.gov](http://www.sec.gov).

*This press release shall not constitute an offer to sell or a solicitation of an offer to purchase or a solicitation of consents with respect to any securities, nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.*

**About Carrols Restaurant Group, Inc.**

Carrols Restaurant Group, Inc. is Burger King Corporation's largest Burger King franchisee in the world, with 560 Burger King restaurants as of March 30, 2014 and has operated Burger King restaurants since 1976. For more information about Carrols, please visit the Company's corporate website at [www.carrols.com](http://www.carrols.com).

**Forward-Looking Statements**

Except for the historical information contained in this news release, the matters addressed are forward-looking statements. Forward-looking statements, written, oral or otherwise made, represent the Company's expectation or belief concerning future events. Without limiting the foregoing, these statements are often identified by the words "may", "might", "believes", "thinks", "anticipates", "plans", "expects", "intends" or similar expressions. In addition, expressions of the Company's strategies, intentions or plans, are also forward-looking statements. Such statements reflect management's current views with respect to future events and are subject to risks and uncertainties, both known and unknown. You are cautioned not to place undue reliance on these forward-looking statements as there are important factors that could cause actual results to differ materially from those in forward-looking statements, many of which are beyond the Company's control. Investors are referred to the full discussion of risks and uncertainties as included in the Company's filings with the Securities and Exchange Commission.