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

FORM 8-K

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 24, 2014

Carrols Restaurant Group, Inc.

(Exact name of registrant as specified in its charter)



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.)

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 24, 2014, Carrols Restaurant Group, Inc. (the "Company") issued a press release announcing the pricing of a public offering (the "Offering"), the entire text of which is attached as Exhibit 99.1 and is incorporated by reference herein.

Item 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

A copy of the legal opinion as to the legality of the shares of the Company's common stock to be issued and sold in the Offering is filed as Exhibit 5.1 to this Current Report on Form 8-K.

(d) Exhibits

5.1	Opinion of Akerman LLP
23.1	Consent of Akerman LLP (included in Exhibit 5.1)
99.1	Carrols Restaurant Group, Inc. Press Release, dated April 24, 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 25, 2014

By: /s/ William E. Myers

Name: William E. Myers

Title: Vice President, General Counsel and Secretary



Akerman LLP
666 Fifth Avenue
20th Floor
New York, NY 10103
Tel: 212.880.3800
Fax: 212.880.8965

April 24, 2014

Carrols Restaurant Group, Inc.
968 James Street
Syracuse, New York 13203

Re: Carrols Restaurant Group, Inc.

This opinion is being furnished in connection with the filing, with the Securities and Exchange Commission (the "Commission") on March 6, 2014 and as amended on April 3, 2014, under the Securities Act of 1933, as amended (the "Act"), of the Registration Statement on Form S-3 (File No. 333-194377) (the "Registration Statement") of Carrols Restaurant Group, Inc. (the "Company") in connection with the registration under the Securities Act of 11,500,000 shares (including up to 1,500,000 additional shares issuable upon the exercise of an option granted to the underwriters by the Company) of the Company's common stock, \$0.01 par value per share (the "Shares"). We have been advised by you that the Shares are to be sold as described in the Registration Statement, the Prospectus, dated April 10, 2014 (the "Prospectus"), the Prospectus Supplement, dated April 24, 2014 (the "Prospectus Supplement"), and the Underwriting Agreement (the "Underwriting Agreement"), dated as of April 24, 2014, by and among the Company and Raymond James & Associates, Inc. and Stephens Inc. as representatives of the several underwriters.

This opinion letter is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Act.

We have acted as your counsel in connection with the preparation of the Registration Statement, the Prospectus and the Prospectus Supplement. In connection with this opinion letter, we have examined the Registration Statement, the Prospectus, the Prospectus Supplement and the Underwriting Agreement, as well as such corporate records, documents, instruments and certificates of public officials and of the Company that we have deemed necessary for the purpose of rendering the opinions set forth herein. We have also reviewed such matters of law as we considered necessary or appropriate as a basis for the opinion set forth below.

With your permission, we have made and relied upon the following assumptions, without any investigation or inquiry by us, and our opinion expressed below is subject to, and limited and qualified by the effect of, such assumptions: (i) all corporate records furnished to us by the Company are accurate and complete; (ii) the Registration Statement, the Prospectus, the Prospectus Supplement and the Underwriting Agreement filed by the Company with the Commission are identical to the forms of the documents that we have reviewed; (iii) all statements as to factual matters that are contained in the Registration Statement (including the exhibits to the Registration Statement), the Prospectus and the Prospectus Supplement are

accurate and complete; (iv) the Company will sell and issue the Shares in the manner described in the Prospectus and the Prospectus Supplement and in accordance with the terms of the Underwriting Agreement; and (v) with respect to documents that we reviewed in connection with this opinion letter, all documents submitted to us as originals are authentic, all documents submitted to us as certified, facsimile or photostatic copies conform to the originals of such documents, all such original documents are authentic, the signatures on all documents are genuine, and all natural persons who have executed any of the documents have the legal capacity to do so.

Based on the foregoing, and subject to the further assumptions and qualifications set forth below, it is our opinion that the Shares have been duly authorized and when the Shares are issued and delivered in accordance with the manner described in the Prospectus Supplement and the terms of the Underwriting Agreement, the Shares will be validly issued, fully paid and non-assessable shares of the Company's common stock.

We express no opinion as to matters governed by laws of any jurisdiction other than the federal laws of the United States and the Delaware General Corporation Law. We neither express nor imply any obligation with respect to any other laws or the laws of any other jurisdiction or of the United States. For purposes of this opinion, we assume that the Shares will be issued in compliance with all applicable state securities or blue sky laws.

We assume no obligation to update or supplement this opinion letter if any applicable laws change after the date of this opinion letter or if we become aware after the date of this opinion letter of any facts, whether existing before or arising after the date hereof, that might change the opinions expressed above. This opinion letter is limited to the matters expressly stated herein and no opinions are to be inferred or may be implied beyond the opinions expressly so stated. Without limiting the generality of the foregoing, we neither express nor imply any opinion regarding the contents of the Registration Statement, the Prospectus or the Prospectus Supplement, other than as expressly stated herein with respect to the Shares.

Further, no portion of this letter may be quoted, circulated or referred to in any other document for any other purpose without our prior written consent.

We hereby consent to the filing of this opinion letter with the Commission in connection with the filing of the Prospectus Supplement referred to above and the use of our name in the Prospectus Supplement under the caption "Legal Matters." In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Act or the Rules and Regulations of the Commission issued thereunder.

Sincerely,

/s/ **AKERMAN LLP**

AKERMAN LLP

FOR IMMEDIATE RELEASE

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

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

Syracuse, NY – (Business Wire) – April 24, 2014 - Carrols Restaurant Group, Inc. ("Carrols" or the "Company") (NASDAQ: TAST), the largest Burger King® franchisee in the world, today announced the pricing of a public offering of 10,000,000 shares of common stock at a price of \$6.20 per share (the "Public Offering"). All of the shares were offered by the Company. The Public Offering was upsized from the previously announced offering size of up to \$60,000,000 of common stock. The underwriters have also been granted a 30-day option by the Company to purchase up to an additional 1,500,000 shares of common stock offered in the Public Offering. The closing of the offering is expected to occur on April 30, 2014, subject to satisfaction of customary closing conditions.

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 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 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, 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.

This press release shall not constitute an offer to sell or a solicitation of an offer to buy, 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.

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.