
**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) August 22, 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 7.01. REGULATION FD DISCLOSURE.

On August 22, 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 August 22, 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: August 22, 2014

By: /s/ William E. Myers

Name: William E. Myers

Title: Vice President, General Counsel and Secretary



FOR IMMEDIATE RELEASE

CARROLS RESTAURANT GROUP, INC. SIGNS AGREEMENTS TO PURCHASE 64 BURGER KING® RESTAURANTS IN TENNESSEE, INDIANA AND ILLINOIS

Syracuse, New York - (Business Wire) - August 22, 2014 - Carrols Restaurant Group, Inc. ("Carrols" or the "Company") (Nasdaq: TAST) today announced that on August 22, 2014 it signed definitive agreements to purchase 64 BURGER KING® restaurants from certain subsidiaries of Heartland Food LLC for a total cash purchase price of approximately \$18.0 million excluding inventory. The restaurants to be acquired are located in or around the following markets: Nashville, TN (27 restaurants), Springfield, IL (11 restaurants), Terre Haute, IN (15 restaurants), Evansville, IN (7 restaurants), and other nearby markets (4 restaurants).

Daniel T. Accordini, the Company's Chief Executive Officer said, "The consummation of this transaction will expand our footprint to a number of markets contiguous to our existing operations and is consistent with our stated strategy to enhance shareholder value through our expanding ownership within the BURGER KING® system. Since our stock offering earlier this year we have completed the acquisition of 29 BURGER KING® restaurants, and the expected closing of this transaction will bring our total 2014 acquisitions to almost 100 restaurants. We also continue to evaluate additional opportunities."

The transaction is subject to certain closing conditions including satisfactory completion by the Company of due diligence and other customary closing conditions. In conjunction with the transaction, Burger King Corporation has also agreed to make a cash payment to Heartland at closing based on Carrols' commitment to remodel 46 of the restaurants. Closing is expected to occur in late September or early October.

About the Company

Carrols Restaurant Group, Inc. is the largest BURGER KING® franchisee in the world with 583 restaurants as of August 22, 2014 and has operated BURGER KING® restaurants since 1976. For more information on Carrols, please visit the company's 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 Carrols' 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 our 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 our control. Investors are referred to the full discussion of risks and uncertainties as included in Carrols' filings with the Securities and Exchange Commission.

Investor Relations:

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