

**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) May 30, 2012**

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**Carrols Restaurant Group, Inc.**

(Exact name of registrant as specified in its charter)

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<b>Delaware</b> (State or other jurisdiction of incorporation)	<b>001-33174</b> (Commission File Number)	<b>16-1287774</b> (I.R.S. Employer Identification No.)
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<b>968 James Street, Syracuse, New York</b> (Address of principal executive offices)	<b>13203</b> (Zip Code)
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**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 (17 CFR 240.13a-4(c))
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**ITEM 8.01. OTHER EVENTS.**

On May 30, 2012, Carrols Restaurant Group, Inc. issued a press release announcing that it has closed the offering of \$150 million of 11.25% Senior Secured Second Lien Notes due 2018. The entire text of the press release is attached as Exhibit 99.1 and is incorporated by reference herein.

On May 30, 2012, Carrols Restaurant Group, Inc. issued a press release announcing that it has closed its acquisition of 278 Burger King restaurants from Burger King Corporation. The entire text of the press release is attached as Exhibit 99.2 and is incorporated by reference herein.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

## (d) Exhibits

99.1 Carrols Restaurant Group, Inc. Press Release, dated May 30, 2012.

99.2 Carrols Restaurant Group, Inc. Press Release, dated May 30, 2012.

**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.

CARROLLS RESTAURANT GROUP, INC.

Date: May 30, 2012

By: /s/ Paul R. Flanders  
Name: Paul R. Flanders  
Title: Vice President, Chief Financial Officer and Treasurer



**FOR IMMEDIATE RELEASE**

**Investor Relations:**

**800-348-1074, ext. 3333**

[investorrelations@carrols.com](mailto:investorrelations@carrols.com)

**CARROLLS RESTAURANT GROUP, INC. COMPLETES REFINANCING**

**Syracuse, New York – (Businesswire) – May 30, 2012** – Carrols Restaurant Group, Inc. (NASDAQ: TAST) announced today that it closed its previously announced offering of \$150 million of 11.25% senior secured second lien notes due 2018 (the “Notes”). The Notes are senior secured obligations of Carrols Restaurant Group and are guaranteed by its material subsidiaries.

Concurrently with the closing of the offering of the Notes, Carrols Restaurant Group also entered into a new \$20 million revolving senior credit facility (including \$15 million available for letters of credit) which was undrawn at closing. Carrols Restaurant Group used (or will use) the net proceeds of the offering of the Notes to (i) repay all outstanding borrowings under the existing Carrols LLC senior secured credit facility (including accrued and unpaid interest), (ii) pay certain cash payments due upon the closing of the acquisition of 278 BURGER KING® restaurants from Burger King Corporation (which closed simultaneously with the offering), (iii) fund the remodel of acquired and existing BURGER KING® restaurants in accordance with the terms of the acquisition mentioned above and (iv) pay related fees and expenses.

The Notes were offered only to qualified institutional buyers under Rule 144A of the Securities Act of 1933, as amended (the “**Securities Act**”), and to non-U.S. persons in transactions outside the United States under Regulation S under the Securities Act. The Notes have not been registered under the Securities Act and may not be offered or sold in the U.S. or to U.S. persons absent registration or an applicable exemption from registration requirements.

This press release is for informational purposes only and is not an offer to sell or a solicitation of an offer to purchase the 11.25% senior secured second lien notes of Carrols Restaurant Group.

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**CARROLLS RESTAURANT GROUP, INC. COMPLETES ACQUISITION OF 278 BURGER KING® RESTAURANTS FROM BURGER KING CORPORATION**

**SYRACUSE, New York – (Businesswire) – May 30, 2012** – Carrols Restaurant Group, Inc. (“Carrols”) (Nasdaq: TAST) today announced that it has completed the acquisition of 278 BURGER KING® restaurants from Burger King Corporation (“BKC”). The acquired restaurants are located in the Ohio, Indiana, Kentucky, Pennsylvania, North Carolina, South Carolina and Virginia markets. Carrols, which operates 574 BURGER KING® restaurants following the acquisition, is the brand’s largest franchisee, globally.

Total consideration to BKC included a 28.9% equity interest in Carrols (subject to certain limitations as previously disclosed) and total cash payments of approximately \$16.2 million. The cash consideration was for refranchising fees of \$9.4 million, inventory and cash of approximately \$2.9 million and payments to be made over five years in conjunction with BKC’s assignment to Carrols of its right of first refusal on franchisee sales of BURGER KING® restaurants in 20 states. With the completion of the transaction, BKC’s President, North America Steve Wiborg and Chief Financial Officer Daniel Schwartz have also joined Carrols’ Board of Directors.

Dan Accordini, Chief Executive Officer and President of Carrols Restaurant Group, Inc. said, “This transaction significantly expands the scope of our operations, adds a number of new markets to our existing footprint and strategically positions us for future expansion. Our near-term focus will be on integrating the acquired restaurants and realizing the considerable opportunities to improve their operating and financial performance. Longer term, we look to expand and further build shareholder value through the acquisition and consolidation opportunities that we believe are present within the BURGER KING® system. This transaction, along with the close relationship that we have established with BKC, is an important part of this strategy.”

As separately announced, Carrols today also completed a financing in which it raised funds used to refinance its existing debt, to fund the cash consideration for the acquisition and to undertake the remodeling and transformation of over 450 restaurants over the next three and a half years.

Carrols Restaurant Group, Inc. is BKC’s largest franchisee, globally, with 574 BURGER KING® restaurants as of May 30, 2012 and has operated BURGER KING® restaurants since 1976. For more information on Carrols, please visit the company’s 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 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.

**-END-**