

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Jefferies Capital Partners IV LLC</u> (Last) (First) (Middle) <u>C/O JEFFERIES CAPITAL PARTNERS</u> <u>520 MADISON AVENUE, 10TH FLOOR</u> (Street) <u>NEW YORK NY 10022</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>06/16/2009</u>	3. Issuer Name and Ticker or Trading Symbol <u>CARROLS RESTAURANT GROUP, INC. [TAST]</u>
4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned			
1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock ⁽¹⁾	6,559,739 ⁽²⁾⁽³⁾	I	See Footnote 1 ⁽¹⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)							
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person* <u>Jefferies Capital Partners IV LLC</u> (Last) (First) (Middle) <u>C/O JEFFERIES CAPITAL PARTNERS</u> <u>520 MADISON AVENUE, 10TH FLOOR</u> (Street) <u>NEW YORK NY 10022</u> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>JEFFERIES CAPITAL PARTNERS IV LP</u> (Last) (First) (Middle) <u>C/O JEFFERIES CAPITAL PARTNERS</u> <u>520 MADISON AVENUE, 10TH FLOOR</u> (Street) <u>NEW YORK NY 10022</u> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Jefferies Employee Partners IV LLC</u> (Last) (First) (Middle) <u>C/O JEFFERIES CAPITAL PARTNERS</u> <u>520 MADISON AVENUE, 10TH FLOOR</u> (Street) <u>NEW YORK NY 10022</u> (City) (State) (Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<u>JCP PARTNERS IV LLC</u>		
(Last)	(First)	(Middle)
<u>C/O JEFFERIES CAPITAL PARTNERS</u>		
<u>520 MADISON AVENUE, 10TH FLOOR</u>		
(Street)		
<u>NEW YORK</u>	<u>NY</u>	<u>10022</u>
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<u>JCP IV LLC</u>		
(Last)	(First)	(Middle)
<u>C/O JEFFERIES CAPITAL PARTNERS</u>		
<u>520 MADISON AVENUE, 10TH FLOOR</u>		
(Street)		
<u>NEW YORK</u>	<u>NY</u>	<u>10022</u>
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<u>FRIEDMAN BRIAN P</u>		
(Last)	(First)	(Middle)
<u>C/O JEFFERIES CAPITAL PARTNERS</u>		
<u>520 MADISON AVENUE, 10TH FLOOR</u>		
(Street)		
<u>NEW YORK</u>	<u>NY</u>	<u>10022</u>
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<u>LUIKART JAMES L</u>		
(Last)	(First)	(Middle)
<u>C/O JEFFERIES CAPITAL PARTNERS</u>		
<u>520 MADISON AVENUE, 10TH FLOOR</u>		
(Street)		
<u>NEW YORK</u>	<u>NY</u>	<u>10022</u>
(City)	(State)	(Zip)

Explanation of Responses:

- 1. See Exhibit 99.
- 2. See Exhibit 99.
- 3. See Exhibit 99.

Remarks:

Remarks: This report is filed jointly by Jefferies Capital Partners, General Partner, Manager, Mr. Friedman and Mr. Luikart, all of whom are 10% owners. The address of each Reporting Person is c/o Jefferies Capital Partners, 520 Madison Avenue, 10th Floor, New York, New York 10022.

/s/ Brian P. Friedman 06/25/2009

** 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 5 (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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

- (1) Jefferies Capital Partners IV LLC ("Manager"), JCP IV LLC ("General Partner"), Brian P. Friedman ("Mr. Friedman") and James L. Luikart ("Mr. Luikart") may be deemed to own beneficially and indirectly the shares of common stock, par value \$.01 ("Common Stock"), of Carrols Restaurant Group, Inc. (the "Company"), owned by (i) Jefferies Capital Partners IV L.P. ("Jefferies Capital Partners IV"), which beneficially owns 5,695,472 shares of Common Stock; (ii) Jefferies Employee Partners IV LLC ("Jefferies Employee Partners"), which beneficially owns 655,985 shares of Common Stock; and (iii) JCP Partners IV LLC ("JCP Partners" and, together with Jefferies Capital Partners IV and Jefferies Employee Partners, collectively, "Jefferies Capital Partners" and, together with Manager, General Partner, Mr. Friedman and Mr. Luikart, collectively, the "Reporting Persons"), which beneficially owns 208,282 shares of Common Stock. General Partner is the general partner of Jefferies Capital Partners IV and is the managing member of each of Jefferies Employee Partners and JCP Partners, and has the power to vote or direct the vote, and to dispose or direct the disposition of, the shares of Common Stock reported herein which are deemed owned by Jefferies Capital Partners, and, in such capacities, may be deemed to beneficially own the shares of Common Stock reported herein which are deemed owned by Jefferies Capital Partners. General Partner disclaims beneficial ownership of the shares of Common Stock reported herein except to the extent of its pecuniary interest therein. Manager is the manager of Jefferies Capital Partners and the managing member of General Partner, and has the power to vote or direct the vote, and to dispose or to direct the disposition of, the shares of Common Stock reported herein which are deemed owned by Jefferies Capital Partners, and, in such capacity, may be deemed to beneficially own the shares of Common Stock reported herein which are deemed owned by Jefferies Capital Partners. Manager disclaims beneficial ownership of the shares of Common Stock reported herein except to the extent of its pecuniary interest therein. Mr. Luikart and Mr. Friedman are managing members of Manager, and, in such capacity, may be deemed to beneficially own the shares of Common Stock reported herein which are deemed owned by Jefferies Capital Partners. Mr. Luikart and Mr. Friedman disclaim beneficial ownership of the shares of Common Stock reported herein except to the extent of their pecuniary interest therein.
- (2) On June 16, 2009, Jefferies Capital Partners entered into (i) a letter agreement (the "Madison Purchase Agreement") with Madison Dearborn Capital Partners, L.P. ("MDCP") and Madison Dearborn Capital Partners II, L.P. ("MDCP II" and, together with MDCP, "Madison"), pursuant to which Jefferies Capital Partners IV agreed to purchase 2,457,025 shares of Common Stock from Madison, Jefferies Employee Partners agreed to purchase 282,992 shares of Common Stock from Madison and JCP Partners agreed to purchase 89,852 shares of Common Stock from Madison and (ii) a letter agreement (the "BIB Purchase Agreement" and, together with the Madison Purchase Agreement, the "Purchase Agreements") with BIB Holdings (Bermuda), Ltd. ("BIB"), pursuant to which Jefferies Capital Partners IV agreed to purchase 3,238,447 shares of Common Stock from BIB, Jefferies Employee Partners agreed to purchase 372,993 shares of Common Stock from BIB and JCP Partners agreed to purchase 118,430 shares of Common Stock from BIB. Jefferies Capital Partners will receive the shares of Common Stock reported herein upon the consummation of the transactions contemplated by the Purchase Agreements on or about July 2, 2009.
- (3) Jefferies & Company, Inc. ("Jefferies") beneficially owned 228,500 shares of Common Stock as of June 16, 2009. Jefferies Group, Inc. ("Group") may be deemed to beneficially own the shares of Common Stock owned by Jefferies. Each of Jefferies and Group may be considered an affiliate of the Reporting Persons for purposes of Section 13 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Jefferies Capital Partners and Jefferies entered into an agreement, dated as of June 16, 2009, which contemplates certain arrangements relating to the Common Stock. Each of the Reporting Persons expressly disclaims (i) beneficial ownership of the shares of Common Stock beneficially owned or that may be beneficially owned by Jefferies and/or Group and (ii) that the Reporting Persons and Jefferies and/or Group constitute a "group" for purposes of Section 13 of the Exchange Act.

JEFFERIES CAPITAL PARTNERS IV L.P.
 JEFFERIES EMPLOYEE PARTNERS IV LLC
 JCP PARTNERS IV LLC

By: JEFFERIES CAPITAL PARTNERS IV LLC,
 as Manager

By: /s/ Brian P. Friedman

Name: Brian P. Friedman

Title: Managing Member

JCP IV LLC

By: JEFFERIES CAPITAL PARTNERS IV LLC,
as Managing Member

By: /s/ Brian P. Friedman

Name: Brian P. Friedman
Title: Managing Member

JEFFERIES CAPITAL PARTNERS IV LLC

By: /s/ Brian P. Friedman

Name: Brian P. Friedman
Title: Managing Member

/s/ Brian P. Friedman

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Brian P. Friedman

/s/ James L. Luikart

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James L. Luikart