

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)	June 16, 2009
--	---------------

Carrols Restaurant Group, Inc.

(Exact name of registrant as specified in its charter)

Delaware	001-33174	16-1287774
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)
968 James Street, Syracuse, New York		13203
(Address of principal executive offices)		(Zip Code)

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

N/A

(Former name or former address, if changed since last report.)

Carrols Corporation

(Exact name of registrant as specified in its charter)

Delaware	001-06553	16-0958146
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)
968 James Street, Syracuse, New York		13203
(Address of principal executive offices)		(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:

<input type="checkbox"/>	Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
<input type="checkbox"/>	Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
<input type="checkbox"/>	Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
<input type="checkbox"/>	Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13a-4(c))

ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

On June 16, 2009, Carrols Restaurant Group, Inc. (the "Company"), the parent company of Carrols Corporation, announced that its long-time institutional investors, funds managed by affiliates of Madison Dearborn Partners, LLC (collectively "MDP"), and BIB Holdings (Bermuda) Ltd., a wholly-owned subsidiary of Bahrain International Bank (E.C.) ("BIB"), each entered into agreements on June 16, 2009 to sell all of their common stock of the Company (a total of 6,559,739 shares of the Company's common stock or approximately 30.4% of the Company's outstanding common stock) to Jefferies Capital Partners IV LP ("JCP IV"), Jefferies

Employee Partners IV LLC ("JEP") and JCP Partners IV LLC ("JCP" and, collectively with JCP IV and JEP, the "JCP Group"). The transactions are expected to close on or about July 2, 2009.

In connection with such transactions, on June 16, 2009, the Company entered into a Registration Rights Agreement dated as of June 16, 2009 (the "Registration Rights Agreement"), by and among the Company and the JCP Group. The Registration Rights Agreement, which will only become effective upon the closing of the purchase by the JCP Group of shares of the Company's common stock from MDP or BIB, provides that the JCP Group and their affiliates may make up to five (5) demands to register the Company's common stock held by them under the Securities Act of 1933, as amended (the "Securities Act"). The Registration Rights Agreement also provides that whenever the Company registers shares of its common stock under the Securities Act (other than on a Form S-4 or Form S-8), then the JCP Group and its affiliates will have the right to register their shares of the Company's common stock as part of that registration. The registration rights under this agreement are subject to the rights of the managing underwriters, if any, to reduce or exclude certain shares owned by the JCP Group and their affiliates from an underwritten registration. Except as otherwise provided in the Registration Rights Agreement, the Registration Rights Agreement requires the Company to pay for all costs and expenses, other than underwriting discounts, commissions and underwriters' counsel fees, incurred in connection with the registration of the common stock and to indemnify the JCP Group against certain liabilities, including liabilities under the Securities Act.

ITEM 8.01. OTHER EVENTS.

On June 16, 2009, the Company and Carrols Corporation issued a press release announcing the (i) entry into agreements by MDP and BIB pursuant to which they have agreed to sell all of the Company's common stock held by them to the JCP Group, and (ii) entry by the Company into the Registration Rights Agreement. The entire text of the press release 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. and Carrols Corporation Press Release, dated June 16, 2009.

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: June 16, 2009

By: /s/ Paul R. Flanders

Name: Paul R. Flanders

Title: Vice President, Chief Financial Officer and Treasurer

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 CORPORATION

Date: June 16, 2009

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**

CARROLS RESTAURANT GROUP, INC. ANNOUNCES THE AGREEMENT OF FUNDS MANAGED BY JEFFERIES CAPITAL PARTNERS TO PURCHASE FROM MADISON DEARBORN AND BIB HOLDINGS ALL OF THEIR COMMON STOCK OF CARROLS RESTAURANT GROUP, INC.

Syracuse, New York - (Businesswire) - June 16, 2009 - Carrols Restaurant Group, Inc. (Nasdaq: TAST), the parent Company of Carrols Corporation, today announced that its long-time institutional investors, funds managed by affiliates of Madison Dearborn Partners, LLC and BIB Holdings (Bermuda) Ltd., a wholly-owned subsidiary of Bahrain International Bank (E.C.), each entered into agreements to sell all of their common stock holdings in Carrols Restaurant Group, Inc. to funds managed by Jefferies Capital Partners, a private equity investment firm with over \$1 billion in equity funds under management.

The agreements provide for the sale by Madison Dearborn and BIB Holdings of a total of 6,559,739 shares of Carrols Restaurant Group's common stock comprising approximately 30.4% of Carrols Restaurant Group's outstanding common stock. The transactions are expected to close on or about July 2, 2009. In connection with the transaction, the Company has entered into a registration rights agreement with the purchasers providing for certain demand and piggyback registration rights with respect to the common stock held by such funds or their affiliates.

BIB Holdings initially acquired a controlling interest in Carrols Restaurant Group in 1996 and Madison Dearborn initially acquired its interest in Carrols Restaurant Group from BIB Holdings in 1997. BIB Holdings and Madison Dearborn previously sold shares of Carrols Restaurant Group's common stock in Carrols Restaurant Group's initial public offering which was completed in December 2006.

Alan Vituli, the Chairman and Chief Executive Officer of Carrols Restaurant Group, Inc. commented, "We are pleased that this transaction is moving forward. It fulfills the objectives of our two longstanding institutional shareholders, Madison Dearborn and BIB Holdings, to provide liquidity to their investors while giving Carrols Restaurant Group a new significant shareholder who has significant experience in the restaurant industry and who is very familiar with our Company."

It is anticipated that if the transactions close, Robin P. Selati, a Managing Director of Madison Dearborn Partners, LLC and Olaseni Adeyemi Sonuga, the General Manager of Bahrain International Bank (E.C.) will both resign from the Board of Directors of Carrols Restaurant Group, Inc. effective upon the closing of each of the transactions, and Brian Friedman, the President of Jefferies Capital Partners and Nicholas Daraviras, a Managing Director of Jefferies Capital Partners will be elected to the Board of Directors to replace Messrs. Selati and Sonuga.

Jefferies Capital Partners is a private equity investment firm focused on select industries, including the Consumer and Restaurant sectors. It is an affiliate of Jefferies & Company, Inc., a New York based investment bank. Brian Friedman is President and Founder of Jefferies Capital Partners and also serves as Chairman of the Executive Committee of Jefferies Group, Inc.

About the Company

Carrols Restaurant Group, Inc., operating through its subsidiaries, including Carrols Corporation, is one of the largest restaurant companies in the United States. The Company operates three restaurant brands in the quick-casual and quick-service restaurant segments with 559 company-owned and operated restaurants in 17 states as of March 29, 2009, and 29 franchised restaurants in the United States, Puerto Rico and Ecuador. Carrols Restaurant Group owns and operates two Hispanic Brand restaurants, Pollo Tropical and Taco Cabana. It is also the largest Burger King franchisee, based on number of restaurants, and has operated Burger King restaurants since 1976.

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," 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 the Company's and Carrols Corporation's filings with the Securities and Exchange Commission.

