

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

SCHEDULE 14A
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
 Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
 Definitive Proxy Statement
 Definitive Additional Materials
 Soliciting Material under Section 240.14a-12

CARROLS RESTAURANT GROUP, INC.

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

- Fee paid previously with preliminary materials.
 Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:



CARROLS RESTAURANT GROUP, INC.
ATTN: ANTHONY L. HALL, VICEFO
800 JAMES STREET
SYRACUSE, NY 13202

Your **Vote** Counts!

CARROLS RESTAURANT GROUP, INC.

2021 Annual Meeting
Vote by June 17, 2021
11:59 PM ET



053714-P57346

You invested in CARROLS RESTAURANT GROUP, INC. and it's time to vote!
You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the stockholder meeting to be held on June 18, 2021.**

Get informed before you vote

View the Notice and Proxy Statement and 10-K Wrap online OR you can receive a free paper or email copy of the material(s) by requesting prior to June 4, 2021. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and
vote without entering a
control number



Vote Virtually at the Meeting*

June 18, 2021
9:00 A.M. EDT

Virtually at:
www.virtualshareholdermeeting.com/TAST2021

*Please check the meeting materials for any special requirements for meeting attendance.

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THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. To elect as Class III directors of Carrols Restaurant Group, Inc., the nominees below: Nominees:	
1a. David S. Harris	☑ For
1b. Deborah M. Derby	☑ For
2. To adopt, on an advisory basis, a resolution approving the compensation of the Company's Named Executive Officers, as described in the Proxy Statement under "Executive Compensation".	☑ For
3. To approve an amendment to the Carrols Restaurant Group, Inc. 2016 Stock Incentive Plan, as amended.	☑ For
4. To ratify the appointment of Deloitte & Touche LLP as the independent registered public accounting firm of the Company for the 2021 fiscal year.	☑ For
5. In their discretion, upon such other matters as may properly come before the meeting.	

The Annual Meeting of Stockholders will be held on Friday, June 18, 2021 at 9:00 A.M. EDT virtually at www.virtualshareholdermeeting.com/TAST2021.

NOTE: The shares represented by the proxy, when properly executed, will be voted in the manner directed by the undersigned stockholder(s). **If no such direction is made, the proxy will be voted "FOR" proposals 1, 2, 3 and 4.** If any other matters properly come before the meeting, the persons named in the proxy will vote in their discretion.

These items of business are more fully described in the Proxy Statement. Only stockholders of record on April 21, 2021 may vote at the meeting or any adjournment thereof. To vote by Internet, go to www.proxyvote.com.

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Sign up for E-delivery".