

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person* <u>Cross Richard G</u>  (Last) (First) (Middle) <u>C/O CARROLS RESTAURANT GROUP, INC.</u> <u>968 JAMES STREET</u>  (Street) <u>SYRACUSE</u> <u>NY</u> <u>13203</u>  (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>CARROLS RESTAURANT GROUP, INC.</u> [ <u>TAST</u> ]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  <u>VP, Real Estate</u>	
			3. Date of Earliest Transaction (Month/Day/Year) <u>08/07/2019</u>			
			4. 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  Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$0.01 par value	08/07/2019		S		501	D <sup>(1)</sup>	\$8.66 <sup>(1)</sup>	185,698	D	
Common Stock, \$0.01 par value	08/07/2019		S		300	D <sup>(1)</sup>	\$8.65 <sup>(1)</sup>	185,398	D	
Common Stock, \$0.01 par value	08/07/2019		S		600	D <sup>(1)</sup>	\$8.64 <sup>(1)</sup>	184,798	D	
Common Stock, \$0.01 par value	08/07/2019		S		47	D <sup>(1)</sup>	\$8.641 <sup>(1)</sup>	184,751	D	
Common Stock, \$0.01 par value	08/07/2019		S		1,500	D <sup>(1)</sup>	\$8.63 <sup>(1)</sup>	183,251	D	
Common Stock, \$0.01 par value	08/07/2019		S		2,600	D <sup>(1)</sup>	\$8.631 <sup>(1)</sup>	180,651	D	
Common Stock, \$0.01 par value	08/07/2019		S		6,952	D <sup>(1)</sup>	\$8.62 <sup>(1)</sup>	173,699	D	
Common Stock, \$0.01 par value	08/07/2019		S		2,100	D <sup>(1)</sup>	\$8.621 <sup>(1)</sup>	171,599	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Pledged shares sold by Morgan Stanley as creditor of Richard G. Cross

Remarks:

/s/ Richard Cross 08/09/2019  
\*\* 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 4 (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.

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