

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☒ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>Jefferies Capital Partners LLC</u> (Last) (First) (Middle) <u>C/O JEFFERIES CAPITAL PARTNERS</u> <u>520 MADISON AVENUE, 10TH FL.</u> (Street) <u>NEW YORK</u> <u>NY</u> <u>10022</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CARROLS RESTAURANT GROUP, INC.</u> [<u>TAST</u>] 3. Date of Earliest Transaction (Month/Day/Year) <u>12/07/2012</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) 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
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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 ⁽¹⁾	12/07/2012		S		4,085,109 ⁽²⁾	D	\$5.8	0 ⁽²⁾	I	See Footnote ⁽¹⁾

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					

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

C/O JEFFERIES CAPITAL PARTNERS		
520 MADISON AVENUE, 10TH FLOOR		
<hr/>		
(Street)		
NEW YORK	NY	10022
<hr/>		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*

JCP PARTNERS IV LLC

(Last)(First)(Middle)

C/O JEFFERIES CAPITAL PARTNERS

520 MADISON AVENUE, 10TH FLOOR

(Street)

NEW YORKNY10022

(City)(State)(Zip)

1. Name and Address of Reporting Person*

JCP IV LLC

(Last)(First)(Middle)

C/O JEFFERIES CAPITAL PARTNERS

520 MADISON AVENUE, 10TH FLOOR

(Street)

NEW YORKNY10022

(City)(State)(Zip)

1. Name and Address of Reporting Person*

FRIEDMAN BRIAN P

(Last)(First)(Middle)

C/O JEFFERIES CAPITAL PARTNERS

520 MADISON AVENUE, 10TH FLOOR

(Street)

NEW YORKNY10022

(City)(State)(Zip)

1. Name and Address of Reporting Person*

LUIKART JAMES L

(Last)(First)(Middle)

C/O JEFFERIES CAPITAL PARTNERS

520 MADISON AVENUE, 10TH FLOOR

(Street)

NEW YORKNY10022

(City)(State)(Zip)

Explanation of Responses:

1. See Exhibit 99.1 - Footnote (1).
2. See Exhibit 99.1 - Footnote (2).

Remarks:

(1) This report is filed jointly by Jefferies Capital Partners LLC, Jefferies Capital Partners IV L.P., Jefferies Employee Partners IV LLC, JCP Partners IV LLC, JCP IV LLC, Mr. Friedman and Mr. Luikart. The address of each Reporting Person is c/o Jefferies Capital Partners, 520 Madison Avenue, 10th Floor, New York, New York 10022.

/s/ James L. Luikart12/11/2012

** Signature of Reporting PersonDate

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.

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.

Exhibit 99.1

(1): Jefferies Capital Partners LLC (f/k/a 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 \$0.01 per share (“Common Stock”), of Carrols Restaurant Group, Inc. (the “Company”), disposed of by (i) Jefferies Capital Partners IV L.P. (“Jefferies Capital Partners IV”), which disposed of 3,546,883 shares of Common Stock; (ii) Jefferies Employee Partners IV LLC (“Jefferies Employee Partners”), which disposed of 408,518 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 disposed of 129,708 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 had the power to vote or direct the vote, and to dispose or direct the disposition of, the shares of Common Stock disposed by Jefferies Capital Partners, and, in such capacities, may be deemed to have beneficially owned the shares of Common Stock disposed by Jefferies Capital Partners. General Partner disclaims beneficial ownership of the shares of Common Stock disposed by Jefferies Capital Partners 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 had the power to vote or direct the vote, and to dispose or to direct the disposition of, the shares of Common Stock disposed by Jefferies Capital Partners, and, in such capacities, may be deemed to have beneficially owned the shares of Common Stock disposed by Jefferies Capital Partners. Manager disclaims beneficial ownership of the shares of Common Stock disposed by Jefferies Capital Partners 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 have beneficially owned the shares of Common Stock disposed by Jefferies Capital Partners. Mr. Luikart and Mr. Friedman disclaim beneficial ownership of the shares of Common Stock disposed by Jefferies Capital Partners except to the extent of their pecuniary interest therein. This is an exit filing with respect to all Reporting Persons.

(2): On December 4, 2012, Jefferies Capital Partners and the Company entered into an Underwriting Agreement with Raymond James & Associates, Inc. (the “Underwriter”), relating to the offer and sale (the “Offering”) by Jefferies Capital Partners to the Underwriter of an aggregate of 4,085,109 shares of the Common Stock. The Offering closed on December 7, 2012. Accordingly, Jefferies Capital Partners has disposed of all of the shares of Common Stock beneficially owned by it.

Signatures: **

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

By: JEFFERIES CAPITAL PARTNERS LLC,
as Manager

By: /s/ Brian P. Friedman

Name: Brian P. Friedman
Title: Managing Member

12/11/12
Date

JCP IV LLC

By: JEFFERIES CAPITAL PARTNERS LLC,
as Managing Member

By: /s/ Brian P. Friedman

Name: Brian P. Friedman
Title: Managing Member

12/11/12
Date

JEFFERIES CAPITAL PARTNERS LLC

By: /s/ Brian P. Friedman

Name: Brian P. Friedman
Title: Managing Member

12/11/12
Date

/s/ Brian P. Friedman

Brian P. Friedman

12/11/12
Date

/s/ James L. Luikart

James L. Luikart

12/11/12
Date
