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

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**FORM 8-K**

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**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 18, 2021

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**Carrols Restaurant Group, Inc.**

(Exact name of registrant as specified in its charter)



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<b>Delaware</b> (State or other jurisdiction of incorporation or organization)	<b>001-33174</b> (Commission File Number)	<b>83-3804854</b> (I.R.S. Employer Identification No.)
<b>968 James Street</b> <b>Syracuse, New York</b> (Address of principal executive office)		<b>13203</b> (Zip Code)

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

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

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Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$.01 per share	TAST	The NASDAQ Global Market

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:

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- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**ITEM 5.02. DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.**

On June 18, 2021, at the 2021 Annual Meeting of Stockholders (the “Annual Meeting”) of Carrols Restaurant Group, Inc. (the “Company”), the Company’ stockholders approved an amendment to the Company’s 2016 Stock Incentive Plan, as amended (the “2016 Plan Amendment”). A summary of the 2016 Plan Amendment is set forth in the Company’s definitive proxy statement (the “Proxy Statement”) filed with the Securities and Exchange Commission on April 28, 2021. The foregoing summary of the 2016 Plan Amendment does not purport to be complete and is qualified in its entirety by reference to the complete text of the 2016 Plan Amendment, which is filed as Exhibit 10.1 hereto and incorporated by reference herein.

**ITEM 5.07. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.**

On June 18, 2021, the Company held its Annual Meeting. At the Annual Meeting, the Company’s stockholders (i) re-elected David S. Harris and Deborah M. Derby as Class III directors, to serve three-year terms that expire at the Company’s 2024 Annual Meeting of Stockholders or until their respective successors have been duly elected and qualified, (ii) voted to adopt, on an advisory basis, a resolution approving the compensation of the Company’s Named Executive Officers as described in the Company’s Proxy Statement under “Executive Compensation”, (iii) voted to approve the 2016 Plan Amendment as described in the Proxy Statement under “PROPOSAL 3”, and (iv) voted to ratify the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for 2021 fiscal year.

The results of voting for each proposal submitted to the stockholders are as follows:

*Proposal 1.* Election of Class III Directors, David S. Harris and Deborah M. Derby.

<b>Name</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Vote</b>
David D. Harris	44,225,121	2,774,243	4,631	6,140,652
Deborah M. Derby	46,526,185	473,192	4,618	6,140,652

*Proposal 2.* Approval, on an advisory basis, of a resolution approving the compensation of the Company’s Named Executive Officers as described in the Proxy Statement under “Executive Compensation”.

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Vote</b>
39,887,116	6,819,845	297,034	6,140,652

*Proposal 3.* Approval of the 2016 Plan Amendment as described in the Proxy Statement under “PROPOSAL 3”.

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Vote</b>
46,036,803	767,396	199,796	6,140,652

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*Proposal 4.* Ratification of the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the 2021 fiscal year.

<b>For</b>	<b>Against</b>	<b>Abstain</b>
53,124,464	18,229	1,954

Additionally, on June 18, 2021, the holders of all of the outstanding shares of the Company's Series B Convertible Preferred Stock voted to re-elect Christopher Finazzo and Matthew Dunnigan to the Company's Board of Directors. Mr. Finazzo and Mr. Dunnigan each will serve as a Class B Director for a one-year term that expires at the Company's 2022 Annual Meeting of Stockholders or until their respective successors shall have been elected and qualified.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

(d) Exhibits

[10.1 Second Amendment to Carrols Restaurant Group, Inc. 2016 Stock Incentive Plan](#)+

104 Cover Page Interactive Data File (formatted as Inline XBRL)

+ Compensatory plan or arrangement

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## 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.

Date: June 22, 2021

CARROLS RESTAURANT GROUP, INC.

By: /s/ Jared L. Landaw

Name: Jared L. Landaw

Title: Vice President, General Counsel and Secretary

**SECOND AMENDMENT**  
**TO**  
**CARROLS RESTAURANT GROUP, INC.**  
**2016 STOCK INCENTIVE PLAN**

**SECOND AMENDMENT** (this "Amendment") to the Carrols Restaurant Group, Inc. 2016 Stock Incentive Plan, as amended (the "Plan"). Capitalized terms used herein but not defined herein shall have the meanings ascribed thereto in the Plan.

**WHEREAS**, the Board of Directors (the "Board") of Carrols Restaurant Group, Inc., a Delaware corporation (the "Company"), previously adopted the Plan, which was approved by the stockholders of the Company;

**WHEREAS**, pursuant to Section 11(b) of the Plan, the Board may amend the Plan; and

**WHEREAS**, all terms and conditions of the Plan, other than as specifically amended as set forth in this Amendment, shall remain in full force and effect;

**NOW THEREFORE**, the Plan is hereby amended as follows:

1. The first sentence of Section 3 is hereby amended and restated in its entirety as follows:

"Subject to adjustment as provided in this **Section 3**, the aggregate number of shares of Stock which may be delivered under the Plan shall not exceed 7,500,000 shares."

2. Section 11(e) is hereby added as follows:

"(e) *Clawback; Forfeiture.* Any Award granted pursuant to the Plan on or after June 18, 2021 will be subject to potential recovery by the Administrator to the extent the Participant is, or in the future becomes, subject to (i) the Company's Incentive Compensation Clawback Policy or any similar Company "clawback" or recoupment policy or policies that may be adopted by the Board or the Compensation Committee from time to time, or (ii) any law, rule or regulation which imposes mandatory recoupment, under the circumstances set forth in any such law, rule or regulation."

3. This Amendment shall be effective upon approval of the stockholders of the Company at the Company's 2021 Annual Meeting of Stockholders. If this Amendment is not so approved at such meeting, then the amendments to the Plan set forth herein shall be void *ab initio*. All terms and conditions of the Plan, other than as specifically amended as set forth in this Amendment, shall remain in full force and effect.

**IN WITNESS WHEREOF**, the Vice President, General Counsel and Secretary of the Company has executed this Amendment and certifies that the amendment to the Plan set forth above accurately reflects the amendment to the Plan adopted by the Board of Directors of the Company.

/s/ Jared L. Landaw

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Jared L. Landaw

Vice President, General Counsel and  
Secretary

Dated: April 26, 2021