

---

---

**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 23, 2021

---

**Carrols Restaurant Group, Inc.**

(Exact name of registrant as specified in its charter)



---

<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.)

---

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:

---

- 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.

---

---

---

**Item 7.01. REGULATION FD DISCLOSURE.**

On June 23, 2021, Carrols Restaurant Group, Inc. issued a press release, the entire text of which is attached as [Exhibit 99.1](#) and is incorporated by reference herein.

**Item 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

(d) Exhibits

- |      |   |
|------|---|
| 99.1 | <a href="#">Carrols Restaurant Group, Inc. Press Release, dated June 23, 2021</a> |
| 104  | Cover Page Interactive Data File (formatted as Inline XBRL)                       |
-

## 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 23, 2021

CARROLS RESTAURANT GROUP, INC.

By: /s/ Anthony E. Hull

Name: Anthony E. Hull

Title: Vice President, Chief Financial Officer and Treasurer



**FOR IMMEDIATE RELEASE**

**Investor Relations:**

**Raphael Gross**

**203-682-8253**

**investorrelations@carrols.com**

**Carrols Restaurant Group, Inc. Prices Offering of \$300 Million of  
Senior Notes Due 2029**

**Syracuse, New York. June 23, 2021 - (Businesswire)** - Carrols Restaurant Group, Inc. (NASDAQ: TAST) ("Carrols Restaurant Group") announced today that it has priced a private offering of \$300 million of 5.875% Senior Notes due 2029 (the "Notes"). The Notes will be issued at par. The offering is expected to close on June 28, 2021, subject to customary closing conditions.

Carrols Restaurant Group intends to use the net proceeds of the private offering of the Notes and \$46 million of revolving credit borrowings under its senior credit facility (i) to repay \$74.0 million of outstanding term loan B-1 borrowings and \$244.0 million of outstanding term loan B borrowings under its senior credit facility, (ii) to pay fees and expenses related to the offering of the Notes and the amendment to its senior credit facility, and (iii) for working capital and general corporate purposes, including for possible future repurchases of its common stock and/or a dividend payment and/or payments on its common stock.

The Notes will not be registered under the Securities Act of 1933, as amended (the "Securities Act"), or applicable state securities laws, and may not be offered or sold in the U.S. or to U.S. persons absent registration or an applicable exemption from such registration requirements. The Notes may be resold by the initial purchasers pursuant to Rule 144A and Regulation S under the Securities Act.

This press release is being issued pursuant to and in accordance with Rule 135(c) under the Securities Act. This press release is for informational purposes only and is not an offer to sell or a solicitation of an offer to purchase the Notes.

#### CAUTIONARY NOTE REGARDING 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 Carrols Restaurant Group'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", "intends" or similar expressions. In addition, expressions of our strategies, intentions, plans or guidance 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, including without limitation the impact of COVID-19 on Carrols Restaurant Group's business, as included in Carrols Restaurant Group's filings with the Securities and Exchange Commission.