

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

<div>1. Name and Address of Reporting Person*</div> <div><u>Burger King Holdings Inc</u></div> <div>(Last) (First) (Middle)</div> <div>C/O BURGER KING WORLDWIDE HOLDINGS, INC.</div> <div>5505 BLUE LAGOON DRIVE</div> <div>(Street)</div> <div>MIAMI FL 33126</div> <div>(City) (State) (Zip)</div>	<div>2. Date of Event Requiring Statement (Month/Day/Year)</div> <div>05/30/2012</div>	<div>3. Issuer Name and Ticker or Trading Symbol</div> <div><u>CARROLS RESTAURANT GROUP, INC.</u> [TAST]</div>
<div>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</div> <div>Director <input checked="" type="checkbox"/> 10% Owner</div> <div>Officer (give title below) Other (specify below)</div>		<div>5. If Amendment, Date of Original Filed (Month/Day/Year)</div> <div>6. Individual or Joint/Group Filing (Check Applicable Line)</div> <div>Form filed by One Reporting Person</div> <div><input checked="" type="checkbox"/> Form filed by More than One Reporting Person</div>

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Convertible Preferred Stock	(1)	(1)	Common Stock, par value \$0.01 per share	9,414,580	0	I	See Footnote ⁽²⁾

<div>1. Name and Address of Reporting Person*</div> <div><u>Burger King Holdings Inc</u></div> <div>(Last) (First) (Middle)</div> <div>C/O BURGER KING WORLDWIDE HOLDINGS, INC.</div> <div>5505 BLUE LAGOON DRIVE</div> <div>(Street)</div> <div>MIAMI FL 33126</div> <div>(City) (State) (Zip)</div>
<div>1. Name and Address of Reporting Person*</div> <div><u>Burger King Corp</u></div> <div>(Last) (First) (Middle)</div> <div>C/O BURGER KING WORLDWIDE HOLDINGS, INC.</div> <div>5505 BLUE LAGOON DRIVE</div> <div>(Street)</div> <div>MIAMI FL 33126</div> <div>(City) (State) (Zip)</div>
<div>1. Name and Address of Reporting Person*</div> <div><u>Burger King Worldwide Holdings, Inc.</u></div> <div>(Last) (First) (Middle)</div> <div>C/O BURGER KING WORLDWIDE HOLDINGS, INC.</div> <div>5505 BLUE LAGOON DRIVE</div> <div>(Street)</div> <div></div> <div>(Street)</div>

MIAMI	FL	33126
(City)	(State)	(Zip)

Explanation of Responses:

1. On May 30, 2012, Carrols Restaurant Group, Inc. (the "Issuer") issued 100 shares of Series A Convertible Preferred Stock (the "Preferred Shares") to Burger King Corporation ("BKC"), a wholly-owned subsidiary of Burger King Holdings, Inc. Each Preferred Share is convertible into 94,145.80 shares of Common Stock, par value \$0.01 per share of the Issuer, subject to customary adjustments as set forth in the Certificate of Designations relating to the Preferred Shares; provided, however, that the Issuer will not issue more than 4,609,203 Conversion Shares (in the aggregate) unless and until the Issuer obtains stockholder approval permitting such issuances in accordance with applicable NASDAQ Stock Market Rules (the "Issuance Limitation"). The Preferred Shares are convertible at any time at the option of the holder, subject to the Issuance Limitation, and do not have an expiration date.

2. Burger King Holdings, Inc. (the "Reporting Person") is a holding company that owns 100% of the issued and outstanding common stock of BKC, the direct beneficial owner of the Preferred Shares. The Reporting Person is a wholly-owned subsidiary of Burger King Worldwide Holdings, Inc. ("BK Worldwide"). Due to its indirect ownership of 100% of the outstanding common stock of BKC (through its ownership of the outstanding common stock of the Reporting Person), BK Worldwide may be deemed to indirectly beneficially own the shares of Common Stock directly beneficially owned by BKC.

/s/ Jill Granat, Authorized
Officer06/08/2012

** 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 5 (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.