
**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) July 22, 2011

Carrols Restaurant Group, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-33174
(Commission
File Number)

16-1287774
(I.R.S. Employer
Identification No.)

968 James Street, Syracuse, New York
(Address of principal executive offices)

13203
(Zip Code)

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

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

Carrols Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-06553
(Commission
File Number)

16-0958146
(I.R.S. Employer
Identification No.)

968 James Street, Syracuse, New York
(Address of principal executive offices)

13203
(Zip Code)

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

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

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 (17 CFR 240.13a-4(c))
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ITEM 7.01. REGULATION FD DISCLOSURE.

On July 22, 2011, Carrols Restaurant Group, Inc., the parent company of Carrols Corporation, issued a press release announcing that its indirect wholly-owned subsidiary, Fiesta Restaurant Group, Inc. plans to offer, in a private placement, senior secured second lien notes in the aggregate amount of approximately \$200 million. The notes are being offered in the United States pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”) and outside of the United States pursuant to Regulation S under of the Securities Act. The entire text of the press release is attached as Exhibit 99.1 and is incorporated by reference herein.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits

99.1 Carrols Restaurant Group, Inc. and Carrols Corporation Press Release, dated July 22, 2011.

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.

CARROLS RESTAURANT GROUP, INC.

Date: July 22, 2011

By: /s/ Joseph A. Zirkman

Name: Joseph A. Zirkman

Title: Vice President, General Counsel and Secretary

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.

CARROLS CORPORATION

Date: July 22, 2011

By: /s/ Joseph A. Zirkman

Name: Joseph A. Zirkman

Title: Vice President, General Counsel and Secretary



Carrols Restaurant Group, Inc. Announces Offering of Senior Secured Second Lien Notes
by its Subsidiary Fiesta Restaurant Group, Inc.

Syracuse, New York – Carrols Restaurant Group, Inc. (NASDAQ: TAST), the parent company of Carrols Corporation (“Carrols”), announced today that its indirect wholly-owned subsidiary, Fiesta Restaurant Group, Inc. (“Fiesta Restaurant Group”), plans to offer, in a private placement, senior secured second lien notes in the aggregate amount of approximately \$200 million. Fiesta Restaurant Group owns and operates the Pollo Tropical and Taco Cabana restaurant businesses. The senior secured second lien notes will be senior secured obligations of Fiesta Restaurant Group and will be guaranteed by its material subsidiaries.

Concurrently with the consummation of the private placement of the senior secured second lien notes of Fiesta Restaurant Group, Carrols LLC, a wholly owned subsidiary of Carrols, also plans to enter into a new \$85 million senior credit facility providing for term loan borrowings of \$65 million and a \$20 million revolving credit facility. Fiesta Restaurant Group intends to use the net proceeds of the private placement of the senior secured second lien notes, and Carrols LLC intends to use the term loan borrowings from its new proposed senior credit facility, to distribute funds to Carrols to enable Carrols to (i) repurchase Carrols’ outstanding 9% senior subordinated notes due 2013 tendered pursuant to a tender offer (or through a redemption of the notes not tendered in the tender offer), and pay the related tender premium, (ii) repay outstanding borrowings under the existing Carrols senior credit facility and (iii) pay related fees and expenses. Carrols outstanding 9% senior subordinated notes due 2013 are subject to a previously announced cash tender offer and related consent solicitation to amend the indenture governing such notes.

The senior secured second lien notes of Fiesta Restaurant Group will be offered only to qualified institutional buyers under Rule 144A of the Securities Act of 1933, as amended (the “Securities Act”), and to non-U.S. persons in transactions outside the United States under Regulation S under the Securities Act. The senior secured second lien notes of Fiesta Restaurant Group will not be registered under the Securities Act and may not be offered or sold in the U.S. or to U.S. persons absent registration or an applicable exemption from registration requirements.

This press release is for informational purposes only and is not (i) an offer to sell or a solicitation of an offer to purchase the senior secured second lien notes of Fiesta Restaurant Group, or (ii) an offer to purchase or a solicitation of an offer to sell, Carrols’ outstanding 9% senior subordinated notes due 2013. This press release also is not a solicitation of consents to the proposed amendments to the indenture.