

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

SCHEDULE 14A
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
 Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
 Definitive Proxy Statement
 Definitive Additional Materials
 Soliciting Material under Section 240.14a-12

CARROLS RESTAURANT GROUP, INC.

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- | | |
|----|---|
| 1) | Title of each class of securities to which transaction applies: |
| 2) | Aggregate number of securities to which transaction applies: |
| 3) | Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined): |
| 4) | Proposed maximum aggregate value of transaction: |
| 5) | Total fee paid: |
- Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- | | |
|----|---|
| 1) | Amount Previously Paid: |
| 2) | Form, Schedule or Registration Statement No.: |
| 3) | Filing Party: |
| 4) | Date Filed: |

***** Exercise Your *Right* to Vote *****
**Important Notice Regarding the Availability of Proxy Materials for the
Stockholder Meeting to Be Held on June 15, 2020.**

CARROLS RESTAURANT GROUP, INC.



CARROLS RESTAURANT GROUP, INC.
ATTN: ANTHONY E. HULL, VP/CFO
968 JAMES STREET
SYRACUSE, NY 13203

Meeting Information

Meeting Type: Annual Meeting
For holders as of: April 17, 2020
Date: June 15, 2020 **Time:** 9:00 A.M. EDT
Location: Carrols Restaurant Group, Inc.
968 James Street
Syracuse, NY 13203

Meeting live via the Internet—please visit
www.virtualshareholdermeeting.com/TAST2020.

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

— **Before You Vote** —
How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT 10-K VWRAP

How to View Online:

Have the information that is printed in the box marked by the arrow → (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET: www.proxyvote.com
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL*: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow → (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 29, 2020 to facilitate timely delivery.

— **How To Vote** —

Please Choose One of the Following Voting Methods

Vote In Person: Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting you will need to request a ballot to vote these shares.

Vote By Internet:

Before The Meeting: Go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow → (located on the following page) available and follow the instructions.

During The Meeting: Go to www.virtualshareholdermeeting.com/TAST2020. Have the information that is printed in the box marked by the arrow → (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

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Voting Items

The Annual Meeting of Stockholders will be held on Monday, June 15, 2020 at 9:00 A.M. EDT at Carrols Restaurant Group, Inc., 968 James Street, Syracuse, New York 13203 or virtually at www.virtualshareholdermeeting.com/TAST2020 for the following purposes:

The Board of Directors recommends that you vote "FOR" proposals 1, 2 and 3.

Vote on Class II Directors

1. To elect as Class II directors of Carrols Restaurant Group, Inc., the nominees below.

Nominees:

- 1a. Hannah S. Craven
 - 1b. Lawrence E. Hyatt
 - 1c. Alexander Sloane
2. To adopt, on an advisory basis, a resolution approving the compensation of the Company's Named Executive Officers, as described in the Proxy Statement under "Executive Compensation".
 3. To ratify the appointment of Deloitte & Touche LLP as the independent registered public accounting firm of the Company for the 2020 fiscal year.
 4. In their discretion, upon such other matters as may properly come before the meeting.

The Annual Meeting of Stockholders will be held on Monday, June 15, 2020 at 9:00 A.M. EDT at Carrols Restaurant Group, Inc., 968 James Street, Syracuse, New York 13203 or virtually at www.virtualshareholdermeeting.com/TAST2020.

NOTE: The shares represented by the proxy, when properly executed, will be voted in the manner directed by the undersigned stockholder(s). **If no such direction is made, the proxy will be voted "FOR" proposals 1, 2 and 3.** If any other matters properly come before the meeting, the persons named in the proxy will vote in their discretion.

These items of business are more fully described in the Proxy Statement. Only stockholders of record on April 17, 2020 may vote at the meeting or any adjournment thereof. To vote by Internet, go to www.proxyvote.com.

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