

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 x
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
- x 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):

- x 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:
<input type="checkbox"/>	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 August 29, 2019.**

CARROLS RESTAURANT GROUP, INC.



CARROLS RESTAURANT GROUP, INC.
ATTN: PAUL R. FLANDERS, VP/CFO
968 JAMES STREET
SYRACUSE, NY 13203

Meeting Information

Meeting Type: Annual Meeting
For holders as of: July 2, 2019
Date: August 29, 2019 **Time:** 9:00 A.M. EDT
Location: Carrols Restaurant Group, Inc.
968 James Street
Syracuse, NY 13203

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 WRAP

How to View Online:

Have the information that is printed in the box marked by the arrow → XXXX XXXX XXXX XXXX (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 → XXXX XXXX XXXX XXXX (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 August 15, 2019 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: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow → XXXX XXXX XXXX XXXX (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.

Voting Items

The Annual Meeting of Stockholders will be held on Thursday, August 29, 2019 at 9:00 A.M. EDT at Carrols Restaurant Group, Inc., 968 James Street, Syracuse, New York 13203 for the following purposes:

The Board of Directors recommends that you vote "FOR" proposals 1, 2, 3, 4, 5, 6 and 7.

Vote on Class I Directors

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

Nominees:

- 1a. Daniel T. Accordino
- 1b. Matthew Perelman

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 approve the conversion of Carrols Restaurant Group, Inc.'s outstanding Series C Convertible Preferred Stock into shares of Carrols Restaurant Group, Inc. common stock by the removal of the restriction that prohibits such conversion.
4. To approve an amendment to Carrols Restaurant Group, Inc.'s Amended and Restated Certificate of Incorporation, as amended, amending the Certificate of Designation of the Series B Convertible Preferred Stock to modify the definition of "Director-Step Down Date" and "Director Cessation Date".
5. To amend Carrols Restaurant Group, Inc.'s Amended and Restated Certificate of Incorporation, as amended, to eliminate the ability of a majority of Carrols Restaurant Group, Inc.'s entire board of directors to remove directors for cause.

6. To approve an amendment to the Amended and Restated Certificate of Incorporation, as amended, of Carrols Holdco Inc., Carrols Restaurant Group, Inc.'s wholly-owned subsidiary, to remove a provision that requires the vote of stockholders of Carrols Restaurant Group, Inc., in addition to the vote of Carrols Restaurant Group, Inc. (as sole stockholder) in order for Carrols Holdco Inc. to take certain actions.
7. To ratify the appointment of Deloitte & Touche LLP as the independent registered public accounting firm of the Company for the 2019 fiscal year.
8. In their discretion, upon such other matters as may properly come before the meeting.

NOTE: The shares represented by this proxy, when properly executed, will be voted in the manner directed herein by the undersigned stockholder(s). **If no such direction is made, this proxy will be voted "FOR" proposals 1, 2, 3, 4, 5, 6 and 7.** If any other matters properly come before the meeting, the persons named in this proxy will vote in their discretion.

These items of business are more fully described in the Proxy Statement. Only stockholders of record on July 2, 2019 may vote at the meeting or any adjournment thereof. To vote by Internet, go to www.proxyvote.com.

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