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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported) January 16, 2012**

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**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.)

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 5.02. DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.**

On January 16, 2012, Alan Vituli retired as Chairman of the Board of Directors of Carrols Restaurant Group, Inc. (“Carrols Restaurant Group”) and resigned as a director of Carrols Restaurant Group. Mr. Vituli recently retired as Chief Executive Officer of Carrols Restaurant Group on December 31, 2011. As previously disclosed, Mr. Vituli will have the right to attend and observe any meeting of the Board of Directors of Carrols Restaurant Group until November 1, 2013. Mr. Vituli will continue as Chairman of the Board of Directors of Fiesta Restaurant Group, Inc. (“Fiesta Restaurant Group”) in a non-executive capacity.

On January 16, 2012, Clayton E. Wilhite, a director of Carrols Restaurant Group since 1997, was appointed as Chairman of the Board of Directors of Carrols Restaurant Group in a non-executive capacity.

On January 16, 2012, David S. Harris, currently the President of Grant Capital, Inc., a private investment company, was elected to the Board of Directors of Carrols Restaurant Group subject to and effective upon the completion of the spin-off of Fiesta Restaurant Group (the “Spin-Off”). Mr. Harris is expected to serve on the Audit Committee and Compensation Committee of Carrols Restaurant Group following the completion of the Spin-Off.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

(d) Exhibits

99.1 Carrols Restaurant Group, Inc. Press Release, dated January 20, 2012.

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### 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: January 20, 2012

By: /s/ Joseph A. Zirkman

Name: Joseph A. Zirkman

Title: Vice President, General Counsel and Secretary

**FOR IMMEDIATE RELEASE****Investor Relations:****800-348-1074, ext. 3333**

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**CARROLS RESTAURANT GROUP, INC. ANNOUNCES THE APPOINTMENT OF  
CLAYTON WILHITE AS CHAIRMAN OF THE BOARD OF DIRECTORS**

**Syracuse, New York — (Businesswire) – January 20, 2012** — Carrols Restaurant Group, Inc. (NASDAQ:TAST) announced that Clayton Wilhite has been appointed non-executive Chairman of the Board of Directors. He succeeds Alan Vituli who retired as Chairman and as a director effective January 16, 2012. Mr. Wilhite, who joined the Board in 1997, is its longest serving independent director. Mr. Wilhite has spent almost 40 years in the advertising and marketing industry and prior to joining Carrols' board he served several clients in the restaurant sector, including Burger King Corporation. As previously announced, Daniel Accordino succeeded Mr. Vituli as CEO on January 1, 2012. Mr. Vituli is expected to continue as the non-executive Chairman of the Board of Directors of Fiesta Restaurant Group, Inc. ("Fiesta") following the spinoff of Fiesta.

On behalf of the Board of Directors, Mr. Wilhite said: "The Board thanks Alan Vituli for his dedicated service in guiding Carrols over the past two and one-half decades. During his tenure Mr. Vituli took Carrols, which was then a modest Burger King franchisee, and led it to become one of the largest multi brand restaurant companies in the U.S. We and the thousands of Carrols employees across the country are grateful for all of his valuable contributions over the years".

**About the Company**

Carrols Restaurant Group, Inc., operating through its subsidiaries, including Carrols Corporation and Fiesta Restaurant Group, Inc., is one of the largest restaurant companies in the United States. The Company operates three restaurant brands in the quick-casual and quick-service restaurant segments with 551 company-owned and operated restaurants in 17 states as of October 2, 2011, and 35 franchised restaurants in the United States, Puerto Rico, Ecuador, Honduras, Trinidad, the Bahamas and Venezuela. Carrols Restaurant Group, through its indirect wholly owned subsidiary Fiesta Restaurant Group, Inc. owns and operates the Pollo Tropical and Taco Cabana restaurant businesses. Carrols Restaurant Group is also the largest Burger King franchisee, based on the number of restaurants, and has operated Burger King Restaurants since 1976.

**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 the Company'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 or plans, (including, without limitation, the Company's planned spin-off transaction) 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 as included in the Company's and Carrols Corporation's filings with the Securities and Exchange Commission.