

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Burger King Holdings Inc</u> (Last) (First) (Middle) <u>5707 BLUE LAGOON DRIVE</u> (Street) <u>MIAMI</u> <u>FL</u> <u>33126</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CARROLS RESTAURANT GROUP, INC.</u> [<u>TAST</u>]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/30/2018</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Convertible Preferred Stock ⁽¹⁾	(1)	11/30/2018		D ⁽²⁾			93	(1)	(1)	Common Stock	8,755,559	(2)	7	I	See Footnote ⁽³⁾

1. Name and Address of Reporting Person* <u>Burger King Holdings Inc</u> (Last) (First) (Middle) <u>5707 BLUE LAGOON DRIVE</u> (Street) <u>MIAMI</u> <u>FL</u> <u>33126</u> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Burger King Corp</u> (Last) (First) (Middle) <u>5707 BLUE LAGOON DRIVE</u> (Street) <u>MIAMI</u> <u>FL</u> <u>33126</u> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Burger King Worldwide Holdings, Inc.</u> (Last) (First) (Middle) <u>5707 BLUE LAGOON DRIVE</u> (Street) <u>MIAMI</u> <u>FL</u> <u>33126</u> (City) (State) (Zip)

(City)	(State)	(Zip)
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Explanation of Responses:

1. Convertible Preferred Stock converts into shares of common stock of the Issuer on a 1 to 94,145.80 basis. Based on the shares of Convertible Preferred Stock held prior to the transaction, Burger King Corporation ("BKC") had the right to acquire, at any time at the option of the holder, 9,414,580 shares of common stock of the Issuer.
2. Pursuant to an internal reorganization, BKC transferred 93 shares of Convertible Preferred Stock, representing the right to convert into 8,755,559 shares of common stock, for value to another indirect subsidiary of Restaurant Brands International Limited Partnership ("Partnership").
3. This report is being filed jointly by Burger King Holdings, Inc. ("BKH"), Burger King Worldwide Holdings, Inc. ("BKW") and BKC. The reported securities are owned directly by BKC. BKH owns 100% of the issued and outstanding common stock of BKC. BKW indirectly owns 100% of the issued and outstanding common stock of BKH. Jose E. Cil and Matthew Dunnigan, executive officers of the general partner of the Partnership, serve as directors on the Issuer's board of directors.

Remarks:

<u>/s/ Lisa Giles-Klein, Authorized Officer</u>	<u>12/04/2018</u>
<u>/s/ Lisa Giles-Klein, Authorized Officer</u>	<u>12/04/2018</u>
<u>/s/ Lisa Giles-Klein, Authorized Officer</u>	<u>12/04/2018</u>
** Signature of Reporting Person	Date

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 4 (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.