

CARROLS RESTAURANT GROUP, INC.

Form 8-K

June 20, 2017

---

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) June 20, 2017

---

Carrols Restaurant Group, Inc.  
(Exact name of registrant as specified in its charter)

---

Delaware 001-33174 16-1287774  
(State or other jurisdiction of (Commission (I.R.S. Employer  
incorporation or organization) File Number) Identification No.)

968 James Street 13203  
Syracuse, New York  
(Address of principal executive office) (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

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Securities Act.

---

---



Item 7.01. REGULATION FD DISCLOSURE.

On June 20, 2017, Carrols Restaurant Group, Inc. (the "Company") issued a press release, the entire text of which is attached as Exhibit 99.1 and is incorporated by reference herein.

In connection with a senior secured second lien notes offering, the Company is disclosing under this Item 7.01 of this Current Report on Form 8-K the information included as Exhibit 99.2, which is being disclosed to prospective investors in a confidential Preliminary Offering Memorandum (the "Preliminary Offering Memorandum").

This information, some of which has not been previously reported (including certain unaudited historical and pro forma financial information as of and for the twelve months ended April 2, 2017 including EBITDA, Adjusted EBITDA and Pro forma Adjusted EBITDA, and reconciliations of these non-GAAP measures to net income), is excerpted from the Preliminary Offering Memorandum.

The information in this Current Report on Form 8-K, including the exhibit hereto, is being furnished and shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. The information in this Current Report on Form 8-K shall not be incorporated by reference into any filing with the Securities and Exchange Commission made by the Company (regardless of any general incorporation language in such filing), except as expressly set forth by specific reference in such filing.

Important Information for Investors and Stockholders

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

Item 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits

99.1 Carrols Restaurant Group, Inc. Press Release, dated June 20, 2017

99.2 Excerpts from the Carrols Restaurant Group, Inc. Preliminary Offering Memorandum, dated June 20, 2017

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: June 20, 2017

By: /s/ Paul R. Flanders

Name: Paul R. Flanders

Title: Vice President, Chief Financial Officer and Treasurer