

CARROLS RESTAURANT GROUP, INC.

Form 8-K

March 28, 2019

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) March 27, 2019

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 7(a)(2)(B) of the Securities Act. ☐

ITEM 7.01. REGULATION FD DISCLOSURE.

On March 27, 2019, Carrols Holdco Inc., a wholly owned subsidiary of Carrols Restaurant Group, Inc. formed in connection with the Agreement and Plan of Merger (the "Merger Agreement") dated as of February 19, 2019 among Carrols Restaurant Group, Inc., Carrols Holdco Inc., GRC MergerSub Inc., GRC MergerSub LLC, Cambridge Franchise Partners, LLC, Cambridge Franchise Holdings, LLC and New CFH, LLC, filed a Registration Statement on Form S-4 as contemplated by the terms of the Merger Agreement.

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: March 27, 2019

By: /s/ William E. Myers

Name: William E. Myers

Title: Vice President,

General Counsel and Secretary