

Fiesta Restaurant Group, Inc.  
Form DFAN14A  
June 06, 2017

**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

(Amendment No. )

Filed by the Registrant

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

Definitive Additional Materials

Soliciting Material Under Rule  
14a-12

FIESTA RESTAURANT GROUP, INC.  
(Name of Registrant as Specified in Its Charter)

JCP INVESTMENT PARTNERSHIP, LP

JCP SINGLE-ASSET PARTNERSHIP, LP

JCP INVESTMENT PARTNERS, LP

JCP INVESTMENT HOLDINGS, LLC

JCP INVESTMENT MANAGEMENT, LLC

JAMES C. PAPPAS

BLR PARTNERS LP

BLRPART, LP

BLRGP INC.

FONDREN MANAGEMENT, LP

FMLP INC.

BRADLEY L. RADOFF

BANDERA MASTER FUND L.P.

BANDERA PARTNERS LLC

GREGORY BYLINSKY

JEFFERSON GRAMM

LAKE TRAIL MANAGED INVESTMENTS LLC

LAKE TRAIL CAPITAL LP

LAKE TRAIL CAPITAL GP LLC

THOMAS W. PURCELL, JR.

JOSHUA E. SCHECHTER

JOHN B. MORLOCK

ALAN VITULI

(Name of Persons(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

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:

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:

JCP Investment Management, LLC, together with the other participants named herein (collectively, “JCP”), has made a definitive filing with the Securities and Exchange Commission of a proxy statement and accompanying **GOLD** proxy card to be used to solicit votes for the election of JCP’s slate of highly qualified director nominees to the Board of Directors of Fiesta Restaurant Group, Inc., a Delaware corporation (the “Company”), at the Company’s upcoming 2017 annual meeting of stockholders, or any other meeting of stockholders held in lieu thereof, and any adjournments, postponements, reschedulings or continuations thereof.

On June 6, 2017, JCP issued the following press release, which was also posted to [www.FixFiesta.com](http://www.FixFiesta.com):

**JCP URGES FIESTA RESTAURANT GROUP STOCKHOLDERS TO VOTE THE GOLD CARD**

*JCP Believes Fiesta Reaching \$150 million of EBITDA in 2021 is Achievable by Executing JCP’s Plan*

*JCP Encourages Stockholders to vote the **GOLD** Proxy to Elect John B. Morlock and James C. Pappas*

HOUSTON, TX, June 6, 2017 – JCP Investment Management, LLC, together with its affiliates and the other participants in its solicitation (collectively, “JCP” or “we”), collectively one of the largest stockholders of Fiesta Restaurant Group, Inc. (“Fiesta” or the “Company”) (NASDAQ:FRGI), with aggregate ownership of approximately 9.0% of the Company’s outstanding shares, today reminded stockholders to vote the **GOLD** proxy card at the Company’s upcoming Annual Meeting to be held on June 7, 2017.

In its detailed investor presentation, which is available at <https://tinyurl.com/FRGI-Presentation>, JCP outlined a prudent strategy for Fiesta to achieve **\$150 million in EBITDA** in 4 years.

**Illustrative Plan**

| <b>2021E</b>                       | <b><u>Taco Cabana Pollo Tropical Consolidated</u></b> |         |                |
|------------------------------------|---|---------|----------------|
| Revenues                           | 377,937   | 420,006 | 797,943        |
| Restaurant Level EBITDA before Ads | 88,447  | 117,560 | 206,007        |
| Franchise Fees                     | 6,311   | 4,600   | 10,911         |
| Ads                                | 10,000  | 10,000  | 20,000         |
| G&A                                | 20,157  | 25,462  | 45,619         |
| Adjusted EBITDA                    | 64,601  | 86,698  | 151,299        |
| <br>                               |   |         |                |
| EV / Adjusted EBITDA               | 8.0x  | 9.0x    | 8.6x           |
| Enterprise Value                   | 516,809   | 780,286 | 1,297,094      |
| Debt                               | -   | -       | 71,423         |
| Cash                               | -   | -       | 175,168        |
| Equity Value                       | -   | -       | 1,400,839      |
| <br>                               |   |         |                |
| <b>Stock Value</b>                 | -   | -       | <b>\$52.24</b> |

**Assumptions**

|                |     |     |     |
|----------------|-----|-----|-----|
| Company Stores | 186 | 167 | 353 |
|----------------|-----|-----|-----|

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|                         |       |       |       |
|-------------------------|-------|-------|-------|
| Franchise Stores        | 51    | 57    | 108   |
| Average Unit Volume     | 2,025 | 2,556 | -     |
| Restaurant Level Margin | 23.8% | 28.3% | 25.8% |
| AUV CAGR from 2016      | 1.3%  | 1.7%  | -     |

If elected, our highly qualified nominees, John B. Morlock and James C. Pappas, eagerly look forward to working with new CEO Rich Stockinger and the other members of the Board of Directors to restore stockholder value and improve Fiesta's corporate governance.

**VOTE THE GOLD PROXY CARD TO ELECT JOHN B. MORLOCK AND JAMES C. PAPPAS TODAY**

**If you have any questions, or require assistance with your vote, please contact InvestorCom, toll-free at (877) 972-0090, call direct at (203) 972-9300**

**About JCP Investment Management:**

JCP Investment Management, LLC is an investment firm headquartered in Houston, TX that engages in value-based investing across the capital structure. JCP follows an opportunistic approach to investing across different equity, credit and distressed securities largely in North America.

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