

CARROLS RESTAURANT GROUP, INC.

Form 8-K

June 17, 2014

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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) June 12, 2014

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

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Delaware (State or other jurisdiction of incorporation or organization)	001-33174 (Commission File Number)	16-1287774 (I.R.S. Employer Identification No.)
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968 James Street Syracuse, New York (Address of principal executive office)	13203 (Zip Code)
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Registrant's telephone number, including area code (315) 424-0513

N/A  
(Former name or former address, if changed since last report.)

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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
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## ITEM 5.07. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

On June 12, 2014, Carrols Restaurant Group, Inc. (the "Company") held its Annual Meeting of Stockholders (the "Meeting").

At the Meeting, stockholders re-elected Clayton E. Wilhite and Joel M. Handel as Class II directors, each to serve a three year term that expires at the Company's 2017 Annual Meeting of Stockholders or until their respective successors have been elected and shall qualify. Stockholders also voted to adopt, on a non-binding advisory basis, a resolution approving the compensation of the Company's named executive officers, as described in the Proxy Statement under "Executive Compensation" and ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the 2014 fiscal year. The results of voting for each proposal submitted to the stockholders are as follows:

Proposal 1. Election of Class II Directors, Clayton E. Wilhite and Joel M. Handel.

Name	For	Withheld	Broker Non-Vote
Clayton E. Wilhite	24,548,110	1,192,405	4,453,129
Joel M. Handel	24,715,495	1,025,020	4,453,129

Proposal 2. Adoption, on a non-binding advisory basis, of a resolution approving the compensation of the Company's named executive officers as described in the Proxy Statement under "Executive Compensation".

For	Against	Withheld	Broker Non-Vote
21,883,617	3,832,018	24,880	4,453,129

Proposal 3. Ratification of the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the 2014 fiscal year.

For	Against	Abstain
30,168,359	23,964	1,321

Additionally, on June 12, 2014, the holder of all of the outstanding shares of the Company's Series A Convertible Preferred Stock voted to re-elect directors Daniel Schwartz and Alexandre Macedo to the Company's Board of Directors. Messrs. Schwartz and Macedo each will serve as a Class A Director for a one year term that expires at the Company's Annual Meeting of Stockholders to be held in 2015 or until their respective successors shall have been elected and shall qualify.

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 17, 2014

By: /s/ William E. Myers

Name: William E. Myers

Title: Vice President, General Counsel and Secretary

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