

CARROLS RESTAURANT GROUP, INC.
Form SC 13G/A
February 07, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

Carrols Restaurant Group, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

14574X104
(CUSIP Number)

December 31, 2013
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 14574X104

1 NAME OF REPORTING PERSONS

Keeley Asset Management Corp.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) (b)

Not Applicable

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Illinois

5 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

2,860,521
6 SHARED VOTING POWER

0
7 SOLE DISPOSITIVE POWER

2,860,521
8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,860,521 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12.1% (1)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IA

(1) The percent ownership calculated is based upon an aggregate of 23,695,458 shares outstanding as of November 4, 2013.

CUSIP No. 14574X104

1 NAME OF REPORTING PERSONS

Keeley Small Cap Value Fund

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a)
 GROUP (SEE INSTRUCTIONS) (b)

Not Applicable

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Maryland

5 SOLE VOTING POWER

NUMBER OF 0

SHARES 6 SHARED VOTING POWER

BENEFICIALLY OWNED BY 0

EACH 7 SOLE DISPOSITIVE POWER

REPORTING PERSON 0

WITH 8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,742,521 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
 CERTAIN SHARES (SEE INSTRUCTIONS)

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.6% (1)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IV

(1) The percent ownership calculated is based upon an aggregate of 23,695,458 shares outstanding as of November 4, 2013.

CUSIP No. 14574X104

Item 1(a). Name of Issuer:

Carrols Restaurant Group, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

968 James Street, Syracuse, NY 13203

Item 2(a). Name of Person Filing:

The persons filing this Schedule 13G are:

- (i) Keeley Asset Management Corp.
- (ii) Keeley Small Cap Value Fund, a series of Keeley Funds, Inc.

Item 2(b). Address of Principal Business Office or, if none, Residence:

- (i)-(ii) 111 West Jackson, Suite 810, Chicago, Illinois 60604

Item 2(c). Citizenship:

- (i) Keeley Asset Management Corp. is an Illinois corporation.
- (ii) Keeley Funds, Inc. is a Maryland corporation.

Item 2(d). Title of Class of Securities: