

CARROLS RESTAURANT GROUP, INC.

Form 3

June 08, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

Â Burger King Holdings Inc
 (Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)
 05/30/2012

3. Issuer Name and Ticker or Trading Symbol

CARROLS RESTAURANT GROUP, INC. [TAST]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

___ Director ___X_ 10% Owner
 ___ Officer ___ Other
 (give title below) (specify below)

C/O BURGER KING
 WORLDWIDE HOLDINGS,
 INC.,Â 5505 BLUE LAGOON
 DRIVE

(Street)

MIAMI,Â FLÂ 33126

(City) (State) (Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series A Convertible Preferred Stock	Â (1)	Â (1)	Common Stock, par value \$0.01 per share	9,414,580	\$ 0	I	See Footnote (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Burger King Holdings Inc C/O BURGER KING WORLDWIDE HOLDINGS, INC. 5505 BLUE LAGOON DRIVE MIAMI, FL 33126	Â	Â X	Â	Â
Burger King Corp C/O BURGER KING WORLDWIDE HOLDINGS, INC. 5505 BLUE LAGOON DRIVE MIAMI, FL 33126	Â	Â X	Â	Â
Burger King Worldwide Holdings, Inc. C/O BURGER KING WORLDWIDE HOLDINGS, INC. 5505 BLUE LAGOON DRIVE MIAMI, FL 33126	Â	Â X	Â	Â

Signatures

/s/ Jill Granat, Authorized Officer 06/08/2012

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

On May 30, 2012, Carrols Restaurant Group, Inc. (the "Issuer") issued 100 shares of Series A Convertible Preferred Stock (the "Preferred Shares") to Burger King Corporation ("BKC"), a wholly-owned subsidiary of Burger King Holdings, Inc. Each Preferred Share is convertible into 94,145.80 shares of Common Stock, par value \$0.01 per share of the Issuer, subject to customary adjustments as set forth (1) in the Certificate of Designations relating to the Preferred Shares; provided, however, that the Issuer will not issue more than 4,609,203 Conversion Shares (in the aggregate) unless and until the Issuer obtains stockholder approval permitting such issuances in accordance with applicable NASDAQ Stock Market Rules (the "Issuance Limitation"). The Preferred Shares are convertible at any time at the option of the holder, subject to the Issuance Limitation, and do not have an expiration date.

Burger King Holdings, Inc. (the "Reporting Person") is a holding company that owns 100% of the issued and outstanding common stock of BKC, the direct beneficial owner of the Preferred Shares. The Reporting Person is a wholly-owned subsidiary of Burger King (2) Worldwide Holdings, Inc. ("BK Worldwide"). Due to its indirect ownership of 100% of the outstanding common stock of BKC (through its ownership of the outstanding common stock of the Reporting Person), BK Worldwide may be deemed to indirectly beneficially own the shares of Common Stock directly beneficially owned by BKC.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

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