

CARROLS RESTAURANT GROUP, INC.  
Form 8-K  
January 06, 2012

**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) December 31, 2011**

**Carrols Restaurant Group, Inc.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
**of incorporation)**

**001-33174**  
**(Commission**  
**File Number)**

**16-1287774**  
**(I.R.S. Employer**  
**Identification No.)**

**968 James Street, Syracuse, New York**  
**(Address of principal executive offices)**

**Registrant's telephone number, including area code (315) 424-0513**

**13203**  
**(Zip Code)**

**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)

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- .. 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 (17 CFR 240.13a-4(c))

**ITEM 5.03. AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR.**

Effective January 1, 2012, Carrols Restaurant Group, Inc. (Carrols Restaurant Group ) amended its Amended and Restated Bylaws to provide that the Chairman of the Board of Directors shall be a non-executive officer position unless the Board of Directors of Carrols Restaurant Group designates the Chairman of the Board of Directors as an officer of Carrols Restaurant Group at time of election. Prior to January 1, 2012, the Chairman of the Board of Directors of Carrols Restaurant Group was an executive officer of Carrols Restaurant Group.

The amendment to the Carrols Restaurant Group Amended and Restated Bylaws also provides for certain technical modifications to the advance notice provisions.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

(d) Exhibits

3.1 Amendment to Carrols Restaurant Group, Inc. Amended and Restated Bylaws

**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: January 6, 2012

By: /s/ Joseph A. Zirkman

Name: Joseph A. Zirkman

Title: Vice President, General Counsel and Secretary