

CARROLS RESTAURANT GROUP, INC.

FORM 8-K (Current report filing)

Filed 06/20/17 for the Period Ending 06/20/17

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| Address | 968 JAMES STREET SYRACUSE, NY 13203 |
| Telephone | 3154240513 |
| CIK | 0000809248 |
| Symbol | TAST |
| SIC Code | 5812 - Eating Places |
| Industry | Restaurants & Bars |
| Sector | Consumer Cyclical |
| Fiscal Year | 12/31 |

**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) June 20, 2017

Carrols Restaurant Group, Inc.

(Exact name of registrant as specified in its charter)



Delaware
(State or other jurisdiction of
incorporation or organization)

001-33174
(Commission
File Number)

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

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

13203
(Zip Code)

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

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)
- 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

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Securities Act.

ITEM 7.01. REGULATION FD DISCLOSURE.

On June 20, 2017, Carrols Restaurant Group, Inc. issued a press release, the entire text of which is attached as Exhibit 99.1 and is incorporated by reference herein.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits

99.1 Carrols Restaurant Group, Inc. Press Release, dated June 20, 2017 .

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 20, 2017

By: /s/ Paul R. Flanders

Name: Paul R. Flanders

Title: Vice President, Chief Financial Officer and Treasurer

**FOR IMMEDIATE RELEASE****Investor Relations:****800-348-1074, ext. 3333**

Carrols Restaurant Group, Inc. Prices Upsized Offering of \$75 Million of Senior Secured Second Lien Notes Due 2022

Syracuse, New York. June 20, 2017 - (Businesswire) - Carrols Restaurant Group, Inc. (NASDAQ: TAST) ("Carrols Restaurant Group") announced today that it has priced a private offering of 8.00% Senior Secured Second Lien Notes due 2022 in the aggregate amount of \$75 million (the "new notes"), which is an increase of \$25 million to the previously announced offering of an aggregate principal amount of \$50 million. The new notes will be issued as additional notes under the indenture, dated April 29, 2015, pursuant to which Carrols Restaurant Group previously issued \$200 million aggregate principal amount of 8.00% Senior Secured Second Lien Notes due 2022 (the "existing notes" and, together with the new notes, the "senior secured second lien notes"). The new notes will be issued at 106.5% of the principal amount plus accrued interest from May 1, 2017. The offering is expected to close on June 23, 2017, subject to customary closing conditions. After giving effect to the closing of the offering, Carrols Restaurant Group will have \$275 million aggregate principal amount of senior secured second lien notes outstanding.

The new notes are expected to be treated as a single series with the existing notes and will have the same terms as the existing notes (other than the issue date and issue price) except that the new notes (i) will be subject to a separate registration rights agreement, (ii) will accrue additional interest in certain circumstances if we do not consummate an exchange offer required under such registration rights agreement, (iii) will be subject to restrictions on transfer and (iv) will be issued initially under CUSIP numbers different from the existing notes. The new notes and the existing notes will vote as one class under the indenture. Holders who exchange their new notes in a registered exchange offer required pursuant to the registration rights agreement will receive registered notes that are expected to share a single CUSIP number with the existing notes, and it is expected that such registered notes and the existing notes will thereafter be fungible. Prior to that, the new notes will trade separately from the existing notes.

Carrols Restaurant Group intends to use the net proceeds of the private placement of the new notes (i) to repay outstanding revolving credit borrowings under its senior credit facility, (ii) to pay related fees and expenses and (iii) for working capital and general corporate purposes, including for possible future acquisitions.

The new notes will not be registered under the Securities Act of 1933, as amended (the "Securities Act") or applicable state securities laws, and may not be offered or sold in the U.S. or to U.S. persons absent registration or an applicable exemption from such registration requirements. The new notes may be resold by the initial purchaser pursuant to Rule 144A and Regulation S under the Securities Act.

This press release is being issued pursuant to and in accordance with Rule 135(c) under the Securities Act. This press release is for informational purposes only and is not an offer to sell or a solicitation of an offer to purchase the senior secured second lien notes of Carrols Restaurant Group.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Except for the historical information contained in this news release, the matters addressed are forward-looking statements. Forward-looking statements, written, oral or otherwise made, represent Carrols Restaurant Group's expectation or belief concerning future events. Without limiting the foregoing, these statements are often identified by the words "may", "might", "believes", "thinks", "anticipates", "plans", "expects", "intends" or similar expressions. In addition, expressions of our strategies, intentions, plans or guidance are also forward-looking statements. Such statements reflect management's current views with respect to future events and are subject to risks and uncertainties, both known and unknown. You are cautioned not to place undue reliance on these forward-looking statements as there are important factors that could cause actual results to differ materially from those in forward-looking statements, many of which are beyond our control. Investors are referred to the full discussion of risks and uncertainties as included in Carrols Restaurant Group's filings with the Securities and Exchange Commission.