

LUIKART JAMES L
Form 4
June 06, 2012

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Jefferies Capital Partners LLC

(Last) (First) (Middle)

C/O JEFFERIES CAPITAL
PARTNERS, 520 MADISON
AVENUE, 10TH FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
CARROLS RESTAURANT
GROUP, INC. [TAST]

3. Date of Earliest Transaction
(Month/Day/Year)
06/04/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

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 Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
			Code	V	Amount (A) or (D)	Price			
Common Stock ⁽¹⁾	06/04/2012		S		2,474,630 ⁽²⁾	\$ 5.0336	4,085,109 ⁽¹⁾	I	See footnote ⁽¹⁾

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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SEC 1474
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Benef Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jefferies Capital Partners LLC C/O JEFFERIES CAPITAL PARTNERS 520 MADISON AVENUE, 10TH FLOOR NEW YORK, NY 10022		X		
JEFFERIES CAPITAL PARTNERS IV LP C/O JEFFERIES CAPITAL PARTNERS 520 MADISON AVENUE, 10TH FLOOR NEW YORK, NY 10022		X		
Jefferies Employee Partners IV LLC C/O JEFFERIES CAPITAL PARTNERS 520 MADISON AVENUE, 10TH FLOOR NEW YORK, NY 10022		X		
JCP PARTNERS IV LLC C/O JEFFERIES CAPITAL PARTNERS 520 MADISON AVENUE NEW YORK, NY 10022		X		
JCP IV LLC C/O JEFFERIES CAPITAL PARTNERS 520 MADISON AVENUE, 10TH FLOOR NEW YORK, NY 10022		X		
FRIEDMAN BRIAN P C/O JEFFERIES CAPITAL PARTNERS 520 MADISON AVENUE, 10TH FLOOR NEW YORK, NY 10022		X		

LUIKART JAMES L
C/O JEFFERIES CAPITAL PARTNERS
520 MADISON AVENUE, 10TH FLOOR
NEW YORK, NY 10022

X

Signatures

Jefferies Capital Partners IV LP, By: its Manager, Jefferies Capital Partners LLC, By: its Managing Member, /s/ Brian P. Friedman	06/06/2012
__Signature of Reporting Person	Date
Jefferies Employee Partners IV LLC, By: its Manager, Jefferies Capital Partners LLC, By: its Managing Member, /s/ Brian P. Friedman	06/06/2012
__Signature of Reporting Person	Date
JCP Partners IV LLC, By: its Manager, Jefferies Capital Partners LLC, By: its Managing Member, /s/ Brian P. Friedman	06/06/2012
__Signature of Reporting Person	Date
JCP IV LLC, By: its Managing Member, Jefferies Capital Partners LLC, By: its Managing Member, /s/ Brian P. Friedman	06/06/2012
__Signature of Reporting Person	Date
Jefferies Capital Partners LLC, By: its Managing Member, /s/ Brian P. Friedman	06/06/2012
__Signature of Reporting Person	Date
/s/ Brian P. Friedman	06/06/2012
__Signature of Reporting Person	Date
/s/ James L. Luikart	06/06/2012
__Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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).
- (1) See Exhibit 99.1
- (2) See Exhibit 99.1

Remarks:

(1) This report is filed jointly by Jefferies Capital Partners IV LP, Jefferies Employee Partners IV LLC, JCP Partners IV LLC, Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.