

CARROLS RESTAURANT GROUP, INC.
Form DEFA14A
April 25, 2008

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Section 240.14a-12

CARROLS RESTAURANT GROUP, INC.

(Name of Registrant as Specified in its Charter)

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(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- 1) Title of each class of securities to which transaction applies:
- 2) Aggregate number of securities to which transaction applies:
- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):
- 4) Proposed maximum aggregate value of transaction:
- 5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- 1) Amount Previously Paid:
- 2) Form, Schedule or Registration Statement No.:
- 3) Filing Party
- 4) Date Filed:

CARROLS RESTAURANT GROUP, INC.

**** IMPORTANT NOTICE ****

Regarding the Availability of Proxy Material for the Carrols Restaurant Group, Inc. s 2008 Annual Meeting of Stockholders to be held on June 9, 2008

You are receiving this communication because you hold shares in the above company, and the material you should review before you cast your vote is now available.

This communication presents only an overview of the more complete proxy material that is available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy material before voting.

CARROLS RESTAURANT GROUP, INC.

968 JAMES STREET

SYRACUSE, NY

13203

Proxy Material Available at www.proxyvote.com

Notice of 2008 Annual Meeting and Proxy Statement
2007 Annual Report

PROXY MATERIAL VIEW OR RECEIVE

You can choose to view the material Online or receive a paper or e-mail copy. There is NO charge for requesting a copy. Requests, instructions and other inquiries will NOT be forwarded to your investment advisor.

To facilitate timely delivery please make the request as instructed below on or before May 26, 2008.

HOW TO VIEW MATERIAL VIA THE INTERNET

Have the 12 Digit Control Number(s) available and visit: www.proxyvote.com

HOW TO REQUEST A COPY OF MATERIAL

1) BY INTERNET www.proxyvote.com

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2) BY TELEPHONE 1-800-579-1639

3) BY E-MAIL* sendmaterial@proxyvote.com

*If requesting material by e-mail, please send a blank

e-mail with the 12 Digit Control Number (located on the following page) in the subject line.

See the Reverse Side for Meeting Information and Instructions on How to Vote

Meeting Information

Meeting Type: Annual Meeting of Stockholders

Meeting Date: June 9, 2008

Meeting Time: 1:00 P.M. EDT

For holders as of: April 14, 2008

Meeting Location:

New York Marriott East Side

525 Lexington Avenue

New York, NY 10017

Meeting Directions

For Meeting Directions Please Call:

212-755-4000

How To Vote

Vote In Person

Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting material for any special requirements for meeting attendance. At the Meeting you will need to request a ballot to vote these shares.

Vote By Internet

To vote *now* by Internet, go to

WWW.PROXYVOTE.COM

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the meeting date. Have your notice in hand when you access the web site and follow the instructions.

Voting items

The Annual Meeting of Stockholders will be held on Monday, June 9, 2008 at 1:00 P.M. EDT at the New York Marriott East Side, 525 Lexington Avenue, New York, NY 10017 for the following purposes:

1. To elect as Class II Directors of Carrols Restaurant Group, Inc., the nominees below:

Nominees:

- 01) Joel M. Handel
- 02) Clayton E. Wilhite

2. To ratify the appointment of Deloitte & Touche LLP as the independent registered public accounting firm of Carrols Restaurant Group, Inc. for the 2008 fiscal year.

3. In their discretion, upon such other matters that may properly come before the meeting or any adjournment or adjournments thereof. These items of business are more fully described in the Proxy Statement. Only Stockholders of record on April 14, 2008 may vote at the meeting or any adjournment thereof.