

Burger King Holdings Inc
 Form 4
 December 04, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Burger King Holdings Inc

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 5707 BLUE LAGOON DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/30/2018

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

MIAMI, FL 33126

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

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

(City) (State) (Zip)

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)
				(A) or (D)	Code V Amount (D) Price		

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

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SEC 1474 (9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. De
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)								
					Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Convertible Preferred Stock <u>(1)</u>	<u>(1)</u>	11/30/2018			D ⁽²⁾		93		<u>(1)</u>	<u>(1)</u>	Common Stock	8,755,559

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Burger King Holdings Inc 5707 BLUE LAGOON DRIVE MIAMI, FL 33126	X	X		
Burger King Corp 5707 BLUE LAGOON DRIVE MIAMI, FL 33126	X	X		
Burger King Worldwide Holdings, Inc. 5707 BLUE LAGOON DRIVE MIAMI, FL 33126	X	X		

Signatures

/s/ Lisa Giles-Klein, Authorized
Officer 12/04/2018

 Signature of Reporting Person Date

/s/ Lisa Giles-Klein, Authorized
Officer 12/04/2018

 Signature of Reporting Person Date

/s/ Lisa Giles-Klein, Authorized
Officer 12/04/2018

 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).

Convertible Preferred Stock converts into shares of common stock of the Issuer on a 1 to 94,145.80 basis. Based on the shares of

(1) Convertible Preferred Stock held prior to the transaction, Burger King Corporation ("BKC") had the right to acquire, at any time at the option of the holder, 9,414,580 shares of common stock of the Issuer.

(2)

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Pursuant to an internal reorganization, BKC transferred 93 shares of Convertible Preferred Stock, representing the right to convert into 8,755,559 shares of common stock, for value to another indirect subsidiary of Restaurant Brands International Limited Partnership ("Partnership").

This report is being filed jointly by Burger King Holdings, Inc. ("BKH"), Burger King Worldwide Holdings, Inc. ("BKW") and BKC.

- (3) The reported securities are owned directly by BKC. BKH owns 100% of the issued and outstanding common stock of BKC. BKW indirectly owns 100% of the issued and outstanding common stock of BKH. Jose E. Cil and Matthew Dunnigan, executive officers of the general partner of the Partnership, serve as directors on the Issuer's board of directors.

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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